

SOCIETIES ACT OF BRITISH COLUMBIA
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.

SOCIETIES ACT OF BRITISH COLUMBIA
FIRST UNITARIAN FELLOWSHIP OF NANAIMO
BYLAWS

PART I – INTERPRETATION

1.1 Definitions

In these Bylaws –

“Annual General Meeting” means a General Meeting that meets the requirements set out in Section 3.4;

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

“Conflict Resolution Policy” is a policy designed to ensure that we embrace a healthy approach to the management, resolution and transformation of conflict;

“Covenant of Right Relations” is a list of commitments made by members and friends to ensure we remain in right relations with each other;

“Director” means one of the seven members of the Board of Directors;

“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 who is an Active Member or Life Member as defined in Section 2.7;

“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, a Developmental Minister, an Interim Minister, and if there is no other Minister, an Intern 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 Requirements of membership

As requirements of membership, an individual will:

- be supportive of the Canadian Unitarian Council statement of Principles;
- adhere to the Fellowship Constitution and Bylaws;
- be at least 16 years of age;
- make to the Fellowship an identified financial contribution each fiscal year, relative to the individual's personal means; and
- actively participate in the life of the Fellowship, and do so in a manner consistent with the 'Covenant of Right Relations' and the 'Conflict Resolution Policy'.

2.2 Non-discrimination

Membership is open to all individuals meeting the requirements of membership without regard to national origin, ancestry, ethnicity, colour, physical or mental ability, gender or sexual orientation, or political belief or affiliation.

2.3 Becoming a member

To become a member, an individual will:

- agree to the requirements of membership as defined in 2.1;
- complete the path to membership as defined in Board policy; and
- sign the Register of Members.

When an individual becomes a member of the Fellowship, they also become a member of the Foundation.

2.4 Rights of membership

The following rights are associated with membership:

- access to all services provided by the congregation;
- eligible to vote on all matters affecting the congregation;
- stand for election;
- serve in the capacity of committee chair.

2.5 Cessation of membership

An individual ceases to be a Member under the following circumstances:

- the member, by notice in writing, resigns from membership;
- upon the member's death;

and may have membership revoked by the Board of Directors when the member is not meeting the requirements of membership as defined in 2.1. There is a duty to act fairly where revocation of membership is being considered. An appeal process will be available to an individual whose membership has been revoked.

When an individual ceases to be a member of the Fellowship, they also cease to be a member of the Foundation.

2.6 Reinstatement of membership

An individual who has chosen to resign or has had their membership revoked, may have their membership reinstated if they demonstrate that they meet the requirements of membership as defined in 2.1.

2.7 Categories of membership

- **Active Member:** these members are fulfilling the requirements of membership as detailed in 2.1 and have all the rights of membership as defined in 2.4 .
- **Inactive Member:** these members are temporarily not fulfilling the requirements of membership as detailed in 2.1 but have not had their membership revoked under 2.5. These members have access to all services provided by the congregation, but are not eligible to vote, stand for elected office, or serve as chair of a committee.
- **Life Member:** upon recommendation of the Board, a general meeting of the Fellowship may confer life membership upon a member of the Fellowship in recognition of exceptional and/or long service to the Fellowship. A Life Member has all the rights of membership but is not required to make an annual financial contribution.

2.8 Friends

- Friends are those who participate in or contribute to the life of the congregation, but are not members. Friends of the congregation have access to all services provided by the congregation and may serve on committees but are not eligible to vote, stand for elected office, or serve in the capacity of chair of a committee.

PART III – MEMBERSHIP MEETINGS

3.1 Meetings of Members

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 If no board member is prepared to chair the meeting, any Member may call the meeting to order, and the Members must elect a Member to chair the meeting.

3.1.2 The quorum for a General Meeting is the greater of twelve or thirty per cent of the total number of Members.

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

3.1.2.2 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 Board must issue to all Members, a written Notice stating the time, date and place of the meeting.

3.2.2 The notice must be sent by mail or email, or delivered personally, in each case not less than 14 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 Voting

Each Member who is present at a General Meeting, except the meeting chair, is entitled to cast one vote on each matter for which a vote is called.

3.3.1 The meeting chair may cast a vote only in a secret ballot or when the meeting chair's vote would change the outcome.

3.3.2 Proxies must not be recognized.

3.3.3 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 3.3.3.1.

3.3.3.1 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 Bylaws;
- matters directly relating to the purchase or sale of real property;
- matters directly relating to the borrowing of funds in excess of \$4,000, or for a period longer than ninety days; and
- unbudgeted expenditures exceeding \$4,000 that are not of an emergency nature.

3.4 Annual General Meeting

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.

3.4.1 Business at the Annual General Meeting must include:

- a written Annual Report that includes reports from the Minister (if any), Board, committees and staff (as applicable);
- 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 Leadership Development Committee;
- election of an Internal Audit Committee;
- election or reappointment of Lay Chaplains; 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.

3.4.2 Election of Officers

3.4.2.1 In addition to Members nominated by the Leadership Development Committee, any Member may nominate one or more Members for any office to be filled.

- Before declaring a Member nominated, the meeting chair must ascertain that the potential nominee has assented in writing, or orally at the meeting, to being nominated.

3.4.2.2 A separate election must be held for each office to be filled.

- An election must be by secret ballot unless there is only one individual nominated for a position, in which case the meeting chair may declare the individual elected by acclamation.

3.5 Other General Meetings (except for Extra-Ordinary General Meetings as defined in 3.6)

3.5.1 There will be at least one General Meeting in addition to the Annual General Meeting each fiscal year; however, the Board may call additional General Meetings at any time.

3.5.2 Business at other General Meetings 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 a seconded motion at the meeting.

3.6 Requisition of an Extra-Ordinary General Meeting

3.6.1 Upon delivery to the Board of a request signed by not less than ten percent of the Members and specifying its purpose, the Board must, within not more than 35 days, hold an Extra-Ordinary General Meeting, having given proper notice as defined in 3.2.

3.6.2 The business for an Extra-Ordinary General Meeting held pursuant to a requisition under Subsection 3.6.1 must consist of, and only of, the business that has been specified in the request that was delivered to the Board.

PART IV – BOARD OF DIRECTORS

4.1 Directors

The Directors are Chair, Secretary, Treasurer and four Members-at-Large.

- 4.1.1 No one may simultaneously hold more than one Director position.
- 4.1.2 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 Chair and two Members-at-Large.
- 4.1.3 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 Secretary, Treasurer and two Members-at-Large.
- 4.1.4 If there is no candidate for the position of Treasurer, then an additional Member-at-Large position shall be elected or acclaimed in an even-numbered year.
- 4.1.5 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.
- 4.1.6 Subject to Paragraph 4.1.6.2, a Director may occupy the same office for up to but for not more than two consecutive full terms.
 - 4.1.6.1 For the purposes of Subsection 4.1.6, occupancy of a position as Director for 365 days or longer is deemed to constitute a full term.
 - 4.1.6.2 Notwithstanding Subsection 4.1.6, if the Leadership Development 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.
- 4.1.7 Notwithstanding Subsection 4.1.5, 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, 4.1.4 and 4.1.5, 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

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 ensure that oral or written notice is given 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, 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

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 was previously unalterable.*

4.4 Conflicts of Interest

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

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

Directors have the joint responsibility to ensure that the following duties are carried out and may assign specific duties to be the primary responsibility of one or more Directors:

- ensure that Members are reasonably well informed of important matters affecting the Fellowship, and of programs, activities, and condition of the Fellowship;
- ensure that agendas are established and distributed in a timely manner for all General Meetings and Board meetings;
- ensure that a Director presides at each General Meeting;
- ensure that a Director is selected to represent the Fellowship externally;
- ensure that a Director is assigned as liaison to each Committee or Task Force of the Fellowship; this liaison responsibility includes the review of Committee agendas and minutes and assistance to Committee Chairs in the communication of policy issues to and from the Board;
- ensure that the Board and Members are actively engaged in visioning and strategic planning;
- ensure that minutes are recorded and kept of all General Meetings and of meetings of the Board, including copies for the Archives;
- ensure that Notices for General Meetings are issued in a timely manner;
- ensure that the Register of Members is maintained;
- ensure that a Fellowship Policy Handbook is developed, then maintained and reviewed on a regular basis;
- ensure that all required financial and other documents are prepared and filed with governmental agencies in a timely manner;

- ensure that charitable tax receipts are issued to all donors in a timely manner;
- ensure that a budget request is solicited annually from each Committee and annually approve an appropriate budget for consideration of Members at a General Meeting;
- ensure that Committees are informed of their annual budgets and periodically of the record of Committee expenditures;
- ensure that financial records are maintained as prescribed by the Societies Act and Regulations, Canadian tax authorities, and as directed by the Board;
- ensure that current monthly financial reports are provided to the Board and to every General Meeting of Members.

4.6.1 The Chair has primary responsibility to ensure that:

- Members are reasonably well informed of important matters affecting the Fellowship, and of programs, activities, and condition of the Fellowship; and to represent the Fellowship externally;

4.6.2 The Secretary has primary responsibility to ensure that:

- minutes are recorded and kept of all General Meetings and of meetings of the Board, including copies for the Archives;
- notices for General Meetings are issued in a timely manner;
- the Register of Members is maintained;

4.6.3 The Treasurer, when this position is filled, has primary responsibility to ensure that:

- all required financial and other documents are prepared and filed with governmental agencies in a timely manner;
- charitable tax receipts are issued to all donors in a timely manner;
- a budget request is solicited annually from each Committee and annually approve an appropriate budget for consideration of Members at a General Meeting;
- committees are informed of their annual budgets and periodically of the record of Committee expenditures;
- financial records are maintained as prescribed by the Society Act and Regulations, and as directed by the Board;
- current monthly financial reports are provided to the Board and to every General Meeting of Members.

PART V – COMMITTEES

5.1 Leadership Development Committee

At each Annual General Meeting the Members must elect a Leadership Development Committee consisting of three to five members, 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 Leadership Development Committee may include one, but not more than one, current Director.
- 5.1.2 Members of the Leadership Development Committee are eligible for re-election.
- 5.1.3 The Leadership Development 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 Leadership Development Committee does not preclude a member from being nominated for a Board position.
- 5.1.5 Between Annual General Meetings the Leadership Development Committee will engage in the identification and development of competent and resilient leaders.
- 5.1.6 The Board, upon recommendation of the current members of the Leadership Development Committee, may fill vacancies and appoint additional members up to the maximum of five.

5.2 Internal Audit Committee

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 or a staff member, must be elected, or failing this, appointed by the Board, 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 or another Board member and staff involved in managing financial records, 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.
- 5.2.3 The Board, upon recommendation of the current members of the Internal Audit Committee, may appoint additional members to the committee.

5.3 Other Committees

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 Fellowship.

- 5.3.1 Upon creation of such an entity, the Board, in consultation with the committee members must develop an appropriate mandate for it.
- 5.3.2 The Board, in consultation with committee members must appoint a chair for each committee, and if deemed necessary for the good of the Fellowship, replace a committee chair.

PART VI – MINISTER

6.1 Ministerial Search Committee

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 two to four additional Members to a Ministerial Search Committee, preferably at the same meeting the Special Resolution is passed.
- 6.1.2 The Board, upon recommendation of the current members of the Ministerial Search Committee may fill vacancies and appoint additional members up to the maximum of four in addition to the Chair.

6.2 Search and Call

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 or hire 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

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 Board in writing of the wish to terminate the agreement, and thereupon the agreement is terminated ninety days after that information is received by the Board.

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 Board must forthwith notify the Minister, and the agreement is terminated ninety days after that information is received by the Minister.

6.4 Duties

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 of the wider community.

6.4.1 The Minister is an ex-officio non-voting member of the Board and an ex-officio member of all committees and task forces except the Internal Audit Committee, the Ministerial Search Committee and other committees excluded in their contract or specified by the Board, in the case of committees and task forces formed during the term of the contract.

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 Intern Minister

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 an Intern 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 Intern 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 Bylaws that apply to a Minister, except Sections 6.1, 6.2, and 6.3, apply equally to an Intern Minister.

PART VII – LAY CHAPLAINS

7.1 Appointment

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 by a three-quarter affirmative vote at an Annual General Meeting for up to the maximum number of terms allowed by the relevant provisions of the Canadian Unitarian Council.

7.2 Mandate

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 Bylaws, 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 and Friend 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 Individual contribution and pledge records must be kept confidential and access to them must be restricted to:

- staff responsible for bookkeeping and record-keeping functions;
- not more than two current Directors; and
- 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.

8.1.3 Persons who are not members or friends of the Society, as defined in Part II of these Bylaws:

- are entitled, on giving reasonable notice to the Society, to view only the most current annual financial statements of the Society; but
- are not entitled to view any other records of the Society.

8.2 Special Funds

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 and Spending Authority

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.

The Board, by a three-quarters vote may spend up to \$4,000 for unbudgeted non-emergency purposes. The Board may authorize expenditures in excess of this amount in the event of an emergency.

8.4 Contributions to other organizations

The Fellowship may, upon approval at a General Meeting or by majority vote at a meeting of the Board, make charitable contributions to other Canadian charitable organizations, or qualified donees as defined by the Canada Revenue Agency, 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

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 was previously unalterable.*

8.6 Geographical Location

The operations of the Society are to be chiefly carried on in the area of the Nanaimo Regional District. *This provision was previously unalterable.*

8.7 Non Profit Charitable Organization

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 was previously unalterable.*

8.8 Parliamentary authority

For all procedural matters not covered in these Bylaws 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.

8.9 Fiscal year

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

8.10 Amendment of Constitution and Bylaws

A Special Resolution is required to amend the Constitution and/or the Bylaws.

8.10.1 An amendment adopted pursuant to Section 8.10 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

These Bylaws come into effect on June 20, 2017.

9.2 Transition

As of the date these Bylaws come into effect, the current Vice-President is transitioned to the new board position of Chair and those filling the current Committee-Board Liaison positions are transitioned to the new Board positions of Members-at-Large with no change to the terms of office for the incumbents.

END OF BYLAWS

Adopted as a Special Resolution at a General Meeting held on June 18, 2017.