

LAKESHORE UNITARIAN
UNIVERSALIST CONGREGATION

BY-LAWS
Revision # 17

April 2015

LAKESHORE UNITARIAN UNIVERSALIST CONGREGATION

By-Law **Revision # 17**

By-Law revision #16 is amended by repealing it in its entirety and replacing it with the following:

Be it enacted as a by-law of the Lakeshore Unitarian Universalist Congregation as follows:

Article I – Name and Terminology

The corporate name of this religious society shall be “Lakeshore Unitarian Universalist Congregation”. (The name was officially changed from Lakeshore Unitarian Church in 1996 under the provisions of the Quebec Companies Act – Quebec Registration #1144848877). Use herein of the terms “Church” or “Congregation” or the short form “LUUC” shall be understood to refer to the society as an entity and not to its members as such. Use of the term Board refers to the Board of Directors as described Article VI below. All reference to Officers refers to the elected Officers of the Board of Directors unless otherwise stated.

Article II – Purpose

This Congregation is committed to the principles of individual freedom of belief, the preservation of personal integrity, the search for ethical and religious truths through critical inquiry, the use of the democratic process in human relations, and devotion to the greater good of humanity.

This Congregation exists to provide a common meeting place for those wishing to hold liberal religious services, to join together in service to humanity, and to provide an age appropriate introduction to Unitarian Universalist principles.

LUUC attempts to be inclusive and welcoming to all. As a Welcoming Congregation, LUUC welcomes bisexual, gay, lesbian and transgender persons and invites them to be part of our spiritual community.

Article III – Denominational Affiliation

The Lakeshore Unitarian Universalist Congregation shall be a member of the Canadian Unitarian Council and any other affiliations as approved by the Congregation in a general meeting.

Article IV – Membership

Section 1 – Acquisition

Any person who has reached the age of fourteen, who accepts the Responsibilities of Membership as outlined in the LUUC Membership Policy and is in sympathy with the purposes of the Church as described in Article II of this By-Law, may become a member of the Congregation by signing a Membership Request Card or delivering written request to the Secretary. Upon approval by the Board, the Secretary shall enter the name of each new member in the official membership register of the Church.

Section 2 – Voting Rights

Only those members who have made a recorded financial contribution to the Congregation within the previous twelve months shall be entitled to vote at General Meetings of members. Furthermore, only those members of the legal age of eighteen and who have been members for at least six months shall be entitled to vote on motions concerning the appointment of a minister, revisions to the By-Laws, acquisition or sale of real property or assets of the Congregation.

Section 3 – Voting List

A list of members entitled to vote shall be maintained by the Secretary. Such list shall be checked and made current within seven days prior to any meeting of members and shall be made available to the chairperson of any such meeting. During the course of any general meeting any member shall be entitled to see the list of voting members upon demand, and such list be retained for reference with the minutes of that meeting.

Section 4 – Inactive Members

Any member who has not made a recorded contribution, either financial or participatory, within the past two years, but who has not resigned, will be contacted to determine if they plan to reactivate their membership in the following year. If the member is unable make such a commitment, their membership will be designated “inactive” by resolution of the Board, and they will be notified in writing of the change in their membership status.

Status 5 – Resignation

Any member wishing to resign shall do so in writing to the Secretary and such resignation shall be effective as of receipt of notice, or the date specified therein. A member will be deemed to have resigned upon moving from the Montreal region, or after failing to reactivate an “inactive” membership within twelve months.

Article V – General Meetings of Members

Section 1 – Annual Meetings

The Annual Electoral Meeting of members shall be held within one month prior to the end of the fiscal year, April 30th, for the purpose of electing the Board of Directors. The Annual General Meeting of members shall be held within sixty days after the termination of the fiscal year of the Congregation, on a date to be fixed by the Board. At each Annual General Meeting, the outgoing Board shall present to the members a full statement of the affairs and financial position of the Congregation, together with any other business it deems appropriate for consideration. The incoming Board shall present its proposed budget for ratification.

Section 2 – Special Meetings

A special general meeting may be called at any time by the President, by resolution of the Board, or upon receipt by the Secretary of a written request signed by at least one-tenth of the number of members qualified to vote at the preceding general meeting, provided such request states the purpose thereof. A special general meeting must be called within thirty days following the receipt of any such qualified request.

Section 3 – Notice

Written notice of general meetings shall be sent to each active member by deposit in the mail or electronically at least fourteen days prior to the meeting. When email is used for general membership notification, regular mail will be used to notify those members not having access to email. This notice shall also be made by announcement at the two Sunday services prior to the meeting, or publication in the Orders of Service. Notice shall contain a brief statement of the business to be transacted as specified by the President or the resolution of the Board, or the request of the members. Where any election is being held, a list of nominees must be included.

Section 4 – Chairperson

The President, the Vice-President, or a person appointed by majority decision of the Board shall act as Chairperson of any meeting of members.

Section 5 – Quorum

A quorum of any general meeting of members shall be 25% of the total voting membership. If departures during the course of the meeting result in a lesser number remaining present, the adjournment shall be effected upon demand of any voting member present.

Article V – General Meetings of Members (cont'd)

Section 6 – Voting

Subject to the provisions of the Quebec Companies Act and of Article IV Section 2, Article V Section 7, Article X Sections 1 and 5, and Article XIV of these By-Laws, all decisions of members shall be made by a simple majority of those present and voting. The chair shall not vote except in the event of a tie, in which case the chair shall have the deciding vote. Voting need not be by secret ballot unless demanded by one voting member present.

Section 7 – Rules of Procedure

The rules of procedure at General Meetings shall be the customary rules of order, normally Roberts' Rules of Order, so far as applicable and when not inconsistent with these By-Laws.

Article VI – Board of Directors

Section 1 – Responsibilities

The Board of Directors shall carry out the wishes of the Congregation as duly voted upon at general meetings, and on behalf of the Congregation shall have general charge of its property, the conduct of all its activities and control of its administration except as restricted by law or other articles of this By-Law. The Board shall also have the power to create committees and appoint chairpersons for them who shall report and be responsible to the Board of Directors through one of its members so designated, except for the Responsible Membership and Nominating Committees established under Articles VIII and IX in these By-Laws. The duties associated with each Board position are described in Section VII of the By-Laws.

Section 2 – Composition

The Board shall be composed of the President, Vice-President, Secretary, Treasurer and two Directors.

Section 3 – Eligibility

Any member entitled vote, subject to the provisions of Article IV, Section 2, and Article IX, Section 2, shall be eligible to serve as a Board member. No member may serve more than four years consecutively in the same office or more than six consecutive years on the Board of Directors. A member who has served for six consecutive years may not be nominated for a position on the Board until two years have elapsed. A member appointed to fill a vacancy for any office shall not be deemed to have served a year for the purpose of the preceding restriction.

Article VI - Board of Directors (cont'd)

Section 4 – Election

Board members shall be elected for a term of two years according to Article IX, Section 2, at an annual electoral meeting to be held prior to the end of the fiscal year. Their terms shall begin at the conclusion of the Annual General Meeting and they shall remain in office until their successors take office or until they are no longer eligible to serve as specified in Section 3 of this Article.

Section 5 – Vacancy

Any vacancy shall be filled by appointment of the Board, for the remainder of the current year only. In seeking to fill a vacant position, the Board shall attempt to appoint a candidate who meets all of the eligibility requirements outlined in Section 3 above. However if a majority of the Board concludes that the most suitable candidate meets all the requirements except for one of the following;

- 1) A member who has served for six consecutive years may not be nominated for a position on the Board until two years has elapsed (Article VI, Section 3)
- 2) Nominees must have completed at least two years as a member of LUUC. (Article IX, Section 2)

then these requirements may be disregarded. Vacancies occurring on or before February fifteenth of the first year of office shall be added to the slate to be filled by the Nominating Committee for the second year. If the resigning Board member is the President, the Vice-President shall serve for the remainder of the current year.

Section 6 – Meetings

Meetings of the Board shall be held as called by the President, or within ten days of receipt of any written request and addressed to the Secretary and signed by at least two Directors. In any event, the Board shall meet no less than four times per year, and all meetings of the Board shall be open to any member of the Congregation as an observer.

Members of the Congregation should be notified in advance of the date of any meeting of the Board.

Section 7 – Quorum

A quorum of the Board requires a minimum of three Directors. Less than three Directors results in automatic adjournment.

Article VII – Duties of the Directors

Section 1 – Officers of the Church

The officers of the Church shall consist of the members of the Board who have been elected as President, Vice-President, Secretary and Treasurer.

Section 2 – Duties of Officers

In addition to the specific duties described in the following sections, all cheques and other negotiable instruments, contracts, agreements, deeds, and generally all documents for the purpose of binding or obligating the Congregation shall be made, drawn, accepted, endorsed or signed by any two officers, or by an officer and any such other member of the Board who may from time to time be designated by resolution of the Board.

Section 3 – The President

The President shall preside at all meetings of the Board if present, and shall call to order the annual, special, and other general meetings of members. The President shall be a member ex-officio of all committees and may appoint any officer as a representative on any committee with the exception of the Nominating and Responsible Membership Committees. The President shall also function as liaison in matters pertaining to the minister and/or Chaplains.

Section 4 – Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the latter.

Section 5 – The Secretary

The Secretary shall keep an accurate record of the transactions of all business meetings of the Congregation and Board of Directors, and shall maintain and have custody of the corporate seal of the Church. The Secretary shall be responsible for affixing the corporate seal of the Church to all documents lawfully executed on behalf of the Congregation where the impress of said seal is required; and generally shall do and perform such other duties as the President or the Board of Directors may lawfully assign from time to time. By resolution of the Board of Directors a paid or unpaid professional secretary may be appointed as assistant to the Secretary of the Board. Such an appointee is responsible to the Secretary. All records of the Secretary shall remain the property of the Congregation. The Secretary will also report to the Board on matters concerning Property and Facilities, Fundraising (excluding Canvass) and Secretarial services.

Article VII – Duties of the Directors (cont'd)

Section 6 – The Treasurer

The Treasurer shall chair the Finance Committee (if there is one) and report to the Board on its activities. This committee shall be responsible for all activities related to the financial well-being of the Church including organization of financial canvasses, oversight of the Congregation's financial reserves and the filing of financial reports to the Quebec & Federal Governments required to protect our charitable status. In the absence of a finance committee, the Treasurer may, with the consent of the Board, delegate any or all of these activities to other members of the congregation.

The Treasurer shall receive all moneys contributed or otherwise paid into the funds of the Congregation and shall deposit same to the credit of an account or accounts kept in the name of the Congregation at a chartered bank(s) or other accredited financial institution selected by the Board of Directors. The Treasurer shall disburse the funds of the Congregation, taking proper vouchers therefore, shall prepare appropriate financial statements for each regular meeting of the Board, shall keep an accurate record of all contribution pledges and their fulfillment and shall prepare an annual statement for the fiscal year which shall be audited and certified as provided for under Article XII. With the advice and consent of the Board of Directors, the Treasurer may appoint an assistant who shall be responsible to the Treasurer.

Section 7 – Directors and Vice-President

The remaining two Directors and the Vice-President shall share responsibility for reporting to the Board on the following areas:

- Social action, publicity, denominational affairs and growth;
- Sunday services, adult programs and youth programs and concerns;
- Membership, parish concerns, social events and Minister/Chaplains' liaison.

All committees of the Congregation shall report and be responsible to the Board of Directors through one of the Board members, designated by the Board.

Article VIII – Responsible Membership Committee

Section 1 – Expectations

The purpose of the Responsible Membership Committee is to assist in the creation of a secure and open atmosphere through the exercise of its mandate as described in the *Problem Resolution* section of the *LUUC Membership Policy*.

Article VIII – Responsible Membership Committee (cont’d)

Section 2 – Composition

The Committee shall consist of three members. One member will be named by the Board as its representative and the other two will be nominated and elected for a three year term at an Annual Electoral meeting of the congregation. No member shall serve on this committee for more than three consecutive years. Any elected member of the Responsible Membership Committee who is appointed or elected to the Board of Directors will vacate their seat on this committee and a new member will be appointed as per Article VIII, Section 6 of these By-Laws.

Section 3 – Selection of Chairperson

At their first meeting after the start of a new church year, the committee members shall designate a chairperson selected from amongst them to serve for the church year.

Section 4 – Responsibilities of Chairperson

The responsibilities of the Chairperson will be to call meetings of the Committee when such are required to pursue the Committee’s mandate, preside over such meetings, transmit the results of the committee’s deliberations to all interested parties and maintain a confidential file in which any written records of committee meetings will be kept. Responsibilities for communication with the President and Board will be the responsibility of the committee member named as their representative.

Section 5 – Meetings

Meetings of the Committee will be called by the Committee Chair in response to written complaints regarding inappropriate behavior on the part of church members or as deemed necessary to accomplish the committees mandate outlined in the *Problem Resolution* section of the *LUUC Membership Policy*. It is important that the committee meet as quickly as possible (preferably within a week) to plan an appropriate response after a written complaint is received.

It will be normal practice to create a written record of the committee meetings which will be kept in the Chairperson’s confidential file to be available for further reference if needed. Due to the confidential nature of the matters in discussion, members of the congregation or other interested parties, including the Minister, may only attend if they have received an invitation from the Committee Chair.

Article VIII – Responsible Membership Committee (cont'd)

Section 6 – Vacancy

If an elected member of the committee is unable to complete his/her term of appointment or if a member must temporarily remove themselves from committee deliberations for conflict of interest reasons, as described under the committee's mandate referenced in Section 1 above, the President, in consultation with the Committee Chairperson shall appoint a substitute, who is not a member of the Board of Directors, until the next Electoral meeting of the congregation or for an interim time period if appropriate.

Vacancies of the positions elected by the congregation, occurring on or before February fifteenth of the church year shall be added to the slate to be filled by the Nominating Committee who will attempt to find someone willing to serve for a new three year term or until the end of the term of the vacated position and present that nominee to the congregation at the Annual Electoral Meeting.

Section 7 – Quorum

The committee may take any action appropriate to its mandate, as outlined in the *Problem Resolution* section of the *LUUC Membership Policy*, provided that all three members of the committee are present and the action has been approved by at least two of the three members. If a committee member absents himself/herself for the purpose of blocking a committee decision his/her position can be declared vacant by the President of the Congregation and a temporary replacement can be named in his/her place.

Article IX – Nominating Committee

Section 1 – Composition

A Nominating Committee of five members of the Congregation qualified to vote shall be elected at each Annual General Meeting. Nominees must have reached the legal age of 16 and have completed at least one year as a member of LUUC. The members of the committee shall elect, if possible, such replacements to the committee as are required by resignation or inability to serve for any cause whatsoever. The Committee has until the last Sunday in September to choose their Chairperson. Once chosen the Committee will advise the Administrative Secretary of their choice wherein the Administrative Secretary will then publish the Chairperson's name in the next Order of Service and Newsletter.

Article IX – Nominating Committee (cont'd)

Section 2 – Duties

The Nominating Committee shall prepare a list of three nominees for election as members of the Board according to the following sequence: in even years, the President, Secretary and one Director; in odd years, the Vice-President, Treasurer and one Director. The Committee will also nominate replacements for either or both of the two elected members of the Responsible Membership Committee in any year in which a vacancy or vacancies have occurred as outlined in Article VIII, Section 6 of these By-Laws.

Nominees must have reached the legal age of 18 and have completed at least two years as a member of LUUC. Any member of the Nominating Committee may be a nominee for a Board position, provided that she/he is nominated by the unanimous consent of the other members of the Nominating Committee.

The Committee must assure that any nominee(s) are eligible to hold office based on the provisions of Article VI, Section 3 and Article VIII, Section 2.

In consultation with the Board of Directors, the Committee will also establish the date of the Electoral Meeting consistent with Article V, Section 1 of these By-Laws.

The committee shall attempt to inform members of the congregation in writing of its' proposed list of nominees as well as the date of the Electoral Meeting by March 15th to facilitate nominations by members of the congregation as outlined in Section 3 below.

Section 3 – Nomination by Members of the Congregation

Nominations may be made in writing by any three members to the Secretary of the Congregation. Such nominations must be accompanied by a written consent of the nominee. Such nominations and consents must be in the hands of the Secretary twenty days prior to the Electoral Meeting.

Section 4 – Final List of Nominees

The Secretary shall prepare the final list of nominees based on the submissions of the committee and members. This list shall be submitted to the members as part of the notice of the Annual Electoral meeting as in Article V, Section 3. Only nominations made as provided in this article shall be valid and in order.

Article X – Minister or Lay Chaplain

Section 1 – Appointment

The Minister or Lay Chaplain(s) shall be appointed by a two-thirds vote of the members qualified to vote and present at the Annual General Meeting or a general meeting of members called for the purpose of considering such an appointment. Quorum requirements as in Article V, Section 5 must be met. Lay Chaplains shall be nominated by the Board and shall be elected in the same manner as Board members. The term of office shall be one year beginning in January with no restriction on re-election.

Section 2 – Relationship to Congregation

The Minister shall not be eligible for election or appointment as an officer, Director, or chair of any standing committee; however, as member ex-officio the Minister may attend and speak at all meetings of the Board of Directors and of the committees of the Congregation but shall not have the right to vote at such meetings. Except as noted above, the Minister shall have the same rights, duties and privileges as any other member of the Congregation.

The Lay Chaplain(s) shall have all the rights of any member of the Congregation with no restrictions.

The Minister and Lay Chaplain(s) may associate themselves with such interdenominational, civic, and similar causes as they wish provided no commitment or pronouncement is made in the name of the Church that has not received approval by a majority of the Congregation at a general meeting of members.

Section 3 – Salary

The salary or fees of Ministers and Chaplain(s) shall be determined by a majority decision of the Board of Directors and may not be reduced during the term of such appointment without the consent of the Minister or Lay Chaplain.

Section 4 – Resignation

The Minister or Lay Chaplain(s) may resign by written notice of at least two months given to the Secretary.

Section 5 – Dismissal

The Minister or Lay Chaplain(s) may be dismissed by a two-thirds vote of the members qualified to vote and present at a general meeting of the Congregation properly called for the purpose of such dismissal. Quorum requirements shall be as in Article V, Section 5. Notice of such dismissal must be made to the Minister or Lay Chaplain(s) in writing and may be made effective immediately or at such time as the resolution of dismissal may

Article X – Minister or Lay Chaplain (cont'd)

Section 5 - Dismissal (cont'd)

determine. In any case of dismissal, the Minister's salary shall continue to be paid for at least three months after notice of dismissal has been given.

Article XI – Corporate Seal

The corporate seal of the Lakeshore Unitarian Universalist Congregation shall be in the form impressed in the margin hereof.

Article XII – Fiscal Year

The fiscal year of the Congregation shall be the twelve-month period terminating on the last day of the month of April in each calendar year.

Article XIII – Auditor

An auditor, who is not an Officer of the Congregation shall be appointed by the Board, said appointment to be ratified by the membership at each annual general meeting and shall hold office until the next Annual General Meeting. The auditor shall audit the books and accounts of the Congregation, and present a report to the members at the Annual General Meeting.

Article XIV – Amendments to the By-Laws

Amendments, alterations and additions to the By-Laws may be made by a two-thirds majority decision of those present and entitled to vote at a meeting of members called for that purpose. Quorum requirements shall be as in Article V, Section 5. A copy of the proposed amendment, alteration or additions shall be sent with the notice calling the meeting, in addition to such other requirements in respect of advance notice as may be required by these By-Laws.

**LUUC By-Laws,
Revision # 17, April 2015**