

# THE FIRST UNITARIAN CHURCH OF HAMILTON

## Constitution and By-Laws

### Article

#### I.

#### NAME AND PURPOSE

##### Section

##### 101 Name

The name of this congregation shall be The First Unitarian Church of Hamilton, Inc.

##### 102 Head Office

The head office of The First Unitarian Church of Hamilton shall be 170 Dundurn Street South, Hamilton, Ontario, Canada L8P 4K3.

##### 103 Purpose

The purpose of the congregation shall be the organization of public religious services and instruction, and such other activities as belong to a religious congregation in accordance with the following principles:

Members of the congregation, while free to hold diverse beliefs concerning the nature of God, humanity and the universe, are all committed to the preservation of personal integrity, the continuing search for truth through the use of critical inquiry, the democratic process in human relations and the obligation to work for the greater good of all humanity.

This congregation shall sponsor and encourage a religious philosophy enabling each individual to develop a personal concept of religion integrated into everyday living.

This congregation affirms and promotes the full participation of all persons in our activities, including membership, programming, hiring practices and the calling of religious professionals without regard to race, colour, gender, transgendered identity, physical challenge, affectional or sexual orientation or national or ethnic origin.

The mission/covenant statement of this congregation is as follows:

We covenant to build a spiritual home, a house of many rooms.

Its foundation is the earth.

Its timbers are the Unitarian Universalist principles of belief and behaviour.

Its roof is our commitment to one another.

Its windows are open to the light of truth and the fresh air of tolerance and respect.

Dwellers here find knowledge, strength and hope.

Nurtured in our home, we are inspired to carry out our mission - reaching out to the wider community.

We light candles of welcome, of caring and commitment.

Their warmth and light stream into the night.

Strangers become friends, travellers find rest.

The doors of this home swing open to the lightest touch.

**104 Affiliation**

This congregation is a member of the Canadian Unitarian Council and is affiliated with the UUA and shall be associated with or affiliated with other such bodies as its members shall determine, by a two-thirds majority vote at a congregational meeting.

**Article II.**

**MEMBERSHIP**

Section

**201 Criteria**

Any person older than 16 years of age, subscribing to the statement of purpose and the mission/covenant statement, may apply to become a member of the congregation. The name of each prospective member will be posted in a prominent place in the church for 45 days. Any member may, within the 45-day period, file an objection to the proposed membership of any individual with the Board of Directors and the Board may accept the objection and deny membership. The Board will utilize a fair and just process in considering any such objection.

If no objection has been received to the proposed membership of an applicant within the 45-day period, membership will commence when the applicant has

- Signed the membership book,
- Given their name and contact information, and
- Been asked to support the church with time, talent and money in a manner that reflects their ability to do so. *Approved December 13, 2009*

All members, as of the date of the adoption of this By-Law, shall be deemed to have signed the membership book.

**202 Voting Members**

Each member shall have full voting rights, except where precluded by law because of age.

**203 Termination of Membership**

Membership ceases:

- (a) when a member submits a letter of resignation to the Board of Directors;
- (b) when a member is dismissed at a Congregational Meeting by a two-thirds majority vote;
- (c) when the Board determines that a member has not participated in the activities of the congregation for a full year, or has not responded to a request for confirmation of continuing membership sent to his or her last known address, or has not made an identifiable contribution to the church during the previous twelve months.  
The Board may waive these requirements.
- (d) at the death of the member.

**204 Annual Review of Membership**

Membership records shall be maintained by the Office Manager, or such other person designated by the Board. The Minister, Office Manager, and Chairperson of the Membership Committee shall conduct a review of the membership book, and report on the review to the annual Congregational Meeting.

**205 Public Statements**

Any member of the congregation who makes a public statement should be certain that it is expressed as a personal opinion and not that of the congregation, unless authorized to do so in advance by the Board or the congregation.

**Article  
III.**

**CONGREGATIONAL MEETINGS**

Section

**301 Annual Meeting**

An annual meeting shall be held, between February 15 and March 15, at such time and place as determined by the Board.

**302 Special Meetings**

Special meetings shall be held within 60 days of a vote to do so by the Board, or within 45 days of receipt of a written request of at least 10% of the membership, addressed to the Secretary, stating the purpose of the meeting and listing the agenda items for the meeting.

**303 Notice**

The Board secretary shall notify all members of the congregation in advance of each annual meeting and each special meeting of the congregation, in writing, to their addresses, as shown on the membership list, or, with a member's written approval, by electronic mail.

- (a) Notices of annual meetings shall be sent at least 21 days before the meeting date. In the notice calling the annual meeting, names and addresses of the nominating committee shall be listed and Article 1V - Section 402 and Article III – Section 306 A, B, C of the constitution and by-laws shall be quoted.
- (b) Notices of special meetings shall be sent at least 10 days before the meeting date. The persons calling the meeting shall be authorized to send out notices if the Secretary fails to do so.
- (c) The notice for any congregational meeting shall list the items on the agenda, as determined by the Board or as requested by at least 10% of the membership of the congregation. Items not listed in the notice may be discussed but not voted upon.
- (d) All meetings shall be governed by Robert's Rules of Order unless to do so would contravene any provisions of this constitution and by-laws.

**304 Quorum**

The quorum for a congregational meeting is 20% of the membership.

**305 Vote**

Motions at congregational meetings shall be decided by a majority vote, except as provided elsewhere in the By-Laws.

**306 Election of Officers and Directors**

- (a) The Nominating Committee shall consist of four members of the congregation, one of whom shall have Board of Directors experience, all to be elected or acclaimed at the Annual General Meeting.
- (b) The nominations by the nominating committee shall be conveyed to the

membership in writing together with nominations already received by the committee from the membership 21 days before the Annual Meeting.

- (c) Any three members of the congregation may nominate a member for the Board of Directors by submitting a written nomination along with the written consent of the nominee. The nomination should reach the Board Secretary not later than 7 days before the annual meeting in order to be conveyed to the membership before the annual meeting.
- (d) Voting shall be by secret ballot and the nominee with the highest number of votes shall be declared elected. Each voting member can cast only as many votes as there are open positions to be filled. Each member can cast only one vote for any one position.
- (e) Those members of the congregation elected or acclaimed to serve as Directors shall meet within thirty days of the Annual General Meeting and shall determine who from amongst their number shall hold the offices of President, Vice-President, Secretary, and Treasurer. (It is not to be assumed that the Vice-President in one administration shall succeed to the office of President in the following administration.) To be eligible to hold the office of President, a Director must have had a minimum of one year's experience serving as a member of the immediate past Board. This requirement of eligibility may be waived should circumstances arise wherein no Director with such experience is willing to serve as President, or, no Director holds such experience.
- (f) The Secretary shall be responsible for conveying to the congregation the names and positions of the Officers of the Congregation, through an information meeting and article posted in the church's monthly publication, as soon as possible, following the Board's determination of those Officers
- (g) It is expected that the immediate Past-President will agree to be nominated for a further term (of which it is understood that only one year need be served) to sit on the Board as a general member, thereby providing historical continuity to the functioning of the Board.

**Article  
IV.**

**BOARD OF DIRECTORS**

Section

**401 Composition**

There shall be a Board of Directors consisting of nine members: the President, Past President, Secretary, Vice- President, Treasurer, Chair of Management Committee and three other Directors. All directors will be voting members.

**402 Qualifications**

All Directors shall be chosen from members of the congregation.

**403 Term of Office**

The term of office for all Directors shall be two years. The President, Vice President, Treasurer, Secretary, and Chair of Management shall be appointed by the Board for a two-year term. No Board member shall serve more than three consecutive terms.

**404 Vacancies**

- (a) The Board may make appointments to fill vacancies on the Board of Directors and persons so appointed shall serve until the next annual meeting of the congregation.
- (b) Any member of the Board shall cease to hold office:

- when he or she submits a written resignation to the Board of Directors, (resignation does not preclude re-appointment or re-election ), or
- when dismissed at a congregational meeting by a 2/3 majority vote.

**405 Meetings**

- (a) The Board shall endeavour to meet monthly.
- (b) A special Board Meeting may be called by the President or two Directors in case of emergency. All Directors shall be notified of the meeting.
- (c) Five members shall constitute a quorum.
- (d) The meetings of the Board shall be governed by Robert's Rules of Order.
- (e) No proxy votes shall be permitted.

**406 Duties**

The Board shall have the general care and management of all of the affairs and property of the congregation, including custody of all operating and capital funds, determination of policy and interpretation of terms, appointment and dismissal of committees and all other matters pursuant to the purposes and welfare of the congregation, subject to reversal by a majority vote at a congregational meeting.

**Article  
V.**

**OFFICERS**

Section

**501 Officers and Qualifications**

The President, Vice-President, Secretary and Treasurer shall be the Officers of the Congregation.

**502 Duties**

- (a) The President shall preside at all meetings of the congregation and shall act as Chair of the Board. The President shall be an *ex-officio* member of all committees.
- (b) The Vice-President shall perform the duties of the President in his/her absence.
- (c) The Secretary shall record and maintain a record of the minutes of all Board and congregational meetings and shall issue the notices of all congregational meetings.
- (d) The Treasurer shall:
  1. oversee the preparation of monthly financial operating reports for the Board meetings;
  2. prepare financial operating reports for the annual meeting;
  3. oversee the issuing of income tax receipts for contributions;
  4. ensure that such records as required by law are kept.
  5. Report to the Board at least quarterly on the status of capital funds.
- (e) The Treasurer shall:
  1. be a voting member of the Finance Committee,
  2. be a voting member of the Capital Funds Committee,
  3. keep all financial records, receive all income, and
  4. make disbursements as noted in the budget and as directed by the Board.

**503 Records**

The Board of Directors shall be responsible for maintenance of

1. all financial records,
2. minutes of Board,
3. minutes of congregational meetings.
4. Canada Revenue Agency reports
5. Government of Ontario Corporation Act Reports

**Article VI.**

**MINISTER**

Section

**601 Selection**

- (a) A prospective minister shall be in fellowship with the Ministerial Fellowship Committee of the UUA, so long as suitable candidates are available. This requirement shall not preclude consideration of other types of professional leadership. The position shall be open to all qualified candidates.
- (b) At a Congregational Meeting called for this purpose, where there is a quorum of 40% of the members, a call to a minister shall be extended in response to a 90% vote of those present.

**602 Duties**

- (a) The minister shall be an *ex-officio* member of the Board and of all committees of the congregation except the nominating committee, with voice but no vote. The minister and his or her family members may become members of the congregation, and may exercise all the rights and privileges of such membership at Congregational Meetings.
- (b) The minister shall submit a written report of his/her official activities prior to each annual meeting of the congregation, and may comment upon such report at the meeting.
- (c) The minister shall bring to the attention of the Board and congregation any matters, which seem pertinent to the purposes and general welfare of the congregation, and make recommendations accordingly for consideration and decision.

**603 Ministerial Agreement**

- (a) Specific details of compensation, working arrangements, and other related matters shall be set down in a Ministerial Agreement between the minister and the Board, to be drafted and signed prior to, and contingent upon, the Congregation's call to the minister.
- (b) Such Ministerial Agreement shall be reviewed and updated annually by the Board.
- (c) Unless otherwise specified in the Ministerial Agreement, minister's tenure shall be considered indefinite.

**604 Termination of Services**

- (a) The relationship between the congregation and the minister may be terminated by mutual agreement;
- (b) the minister may terminate his/her services to the Congregation by giving three month's notice in writing;
- (c) the Minister may be dismissed by a Congregational Meeting that satisfies the following conditions:
  - i. The purpose of the meeting is to vote on dismissing the minister

- ii The meeting has a quorum of at least 40% of the membership and,
- iii 30% of the quorum votes for dismissal
- (d) the minister may be dismissed without notice for just cause. In the absence of just cause, in no circumstances shall the notice period, or pay provided to the minister in lieu of a notice period, be for less than a period of three months.

**605 Freedom of the Pulpit**

“Freedom of the Pulpit” is a fundamental principle of our Free Religious Tradition. The Minister, whether in the pulpit or in another personal or professional forum, is accorded the freedom to speak the truth as s/he may understand it. It is understood that the Minister’s views are hers/his alone and do not represent the views of the Congregation.

**Article**

**VII. Capital Funds Committee (to replace current Article VII - Stewards)**

Section

**701 Composition**

There shall be a Capital Funds Committee consisting of four members of the Congregation including the Treasurer and at least one other member of the Board. The Capital Funds Committee shall be appointed by the Board and shall report to the Congregation through the Board of Directors.

**702 Qualifications**

Each member of the Capital Funds Committee shall be a member in good standing of the Church, and be committed to our Church and its mission, to our wider denomination, and to maintaining the fiscal accountability of the First Unitarian Church of Hamilton.

**703 Nominations**

The Nominating Committee shall assist the Board to identify qualified individuals to serve as members of the Capital Funds Committee.

**704 Term of Office**

Members of the Capital Funds Committee shall serve a three-year term. Members may serve for a maximum of three consecutive terms.

**705 Mission**

The mission of the Capital Funds Committee is to support the mission of the Church through the prudent and transparent stewardship of the Church’s Capital Funds as specified by the Board.

**706 Meetings**

The members of the Capital Funds Committee shall hold meetings a minimum of four times annually.

**707 Duties**

Subject to the overriding authority of the Board over the management and affairs generally of the assets and all property of the Church, the By-laws, and the Investment Policy, the Capital Funds Committee shall:

- work with the Board and the Church’s planned giving program to establish and maintain a strategic set of Capital Funds that addresses the broad needs of the Church and facilitates a successful planned giving program;
- ensure that each Capital Fund is defined by a resolution of the Board;
- initiate, secure approval for, interpret, implement and review at least annually the Church’s Investment Policy and Investment Strategy;
- advise the Board and those responsible for Planned Giving whether to accept donations that have covenants inconsistent with the resolutions governing the Church’s Capital Funds;
- manage the investment and disbursement of the Capital Funds;
- advise the Board on the selection, performance and retention of the Investment Manager;
- oversee the activities of the Investment Manager;
- submit annually before the Annual General Meeting a written report to the Board describing its activities and accounting for its stewardship of the Capital Funds during the preceding year;
- as part of the Stewardship Cluster, help to ensure effective processes for working with other committees including Finance, Canvass and those responsible for Planned Giving to facilitate the efficient and effective management of the Church’s financial affairs; and
- ensure that a proper record is maintained of all transactions associated with the Capital Funds including any covenants associated with the investment or disbursement of capital or income of the Capital Funds.

**708 Conflict of Interest**

No Capital Funds Committee member shall participate in any Capital Funds Committee discussion or decision that could be of personal financial benefit to that person or that person’s family or close friends or business associates.

Where a Capital Funds Committee member is aware of a potential conflict of interest, that knowledge shall be disclosed to all members of the Capital Funds Committee.

**Article VIII.**

**LAY CHAPLAINCY**

Section

**801 Selection**

A layperson may be appointed lay-chaplain by the congregation in accordance with the Canadian Lay Chaplaincy Guidelines.

**802 Qualifications**

The qualifications for the office of Lay Chaplain shall be as follows:

- (a) membership of five years or more in the First Unitarian Church of Hamilton;

- (b) sponsorship by the Board of Directors to be communicated to the membership, by mail, six weeks prior to appointment, any challenge to this sponsorship to be dealt with at a congregational meeting. Decisions proposed by the congregation on the matter shall require a two-thirds majority vote. The term of office shall be deemed to be three years, renewable once, subject to annual review by the Board of Directors;
- (c) approval of the candidate by the Canadian Unitarian Council, and subsequent certification of registration (authorization to solemnize marriages), with the Province of Ontario;
- (d) willingness of the person so appointed to perform weddings, funerals and other formal pastoral services, these services to be at the discretion of the lay chaplain, following consultation with the parties involved.

**803 Contract**

- (a) there shall be a Letter of Agreement between the lay chaplain and the Board of Directors;
- (b) the term shall be deemed to run for a three (3) year term, renewable once, subject to annual review and approval by the Congregation

**804 Termination of Services**

- (a) the relationship between the lay chaplain and the congregation may be terminated by mutual consent;
- (b) the lay chaplain may terminate his/her services by giving notice in writing to the Board of Directors;
- (c) the lay chaplain may be dismissed by the Board of Directors or by a two-thirds majority vote of a congregational meeting.

**Article IX.**

**FINANCE**

Section

**901 Budget**

- (a) The budget for the fiscal year shall be submitted to the congregation for a congregational vote of approval.
- (b) Unbudgeted annual expenditure in excess of 5% of the budget must receive congregational approval.

**902 Signing Officers**

- (a) The President, Secretary or Treasurer shall be authorized to sign all legal documents on behalf of the congregation when the action has been properly authorized by the Board or a congregational meeting.
- (b) Any one of the President, Treasurer, Secretary or Vice President shall be authorized to sign cheques and other financial instruments up to \$5000 for the General Operating Fund and Current Restricted Funds.
- (c) Any two of the President, Treasurer, Secretary or Vice President shall be authorized to sign cheques and other financial instruments for more than \$5000 for the Operating Fund and Current Restricted Funds.
- (d) Any two Members of the Capital Funds Committee, or any one of the President, Treasurer, Secretary or Vice President along with any one of the members of the Capital Funds Committee shall be authorized to sign cheques and other financial instruments for the Capital Funds

**903 Auditing**

Two auditors, who must not be officers or members of the Board or members of the committee of stewards, shall be elected from the membership at each annual meeting and shall examine the accounts of the Treasurer before the next annual meeting and shall certify to the congregation in writing the results of their examination. Alternatively, the Board of Directors may employ or appoint a professional auditor from within or outside the membership of the congregation to audit the books of the congregation and submit a written report to the annual meeting.

**904 Fiscal year**

The fiscal year shall be from January 1st to December 31<sup>st</sup>.

**Article X. PURCHASE, MORTGAGE AND SALE OF REAL PROPERTY**

**X.**

- 1001** Any proposal for purchase, sale or lease of real property, must receive a two-thirds majority vote at a congregational meeting.

**Article XI. DISSOLUTION**

**XI.**

- 1101** Upon dissolution of the Corporation, and after payment of all debts and liabilities, any remaining assets shall be distributed to The Canadian Unitarian Council or its successor.

**Article XII. AMENDMENTS**

**XII.**

- 1201** The Constitution and By-Laws may be amended or repealed at any congregational meeting by a two-thirds majority vote of those members present and voting.