

Bylaws of the First Unitarian Universalist Church of Winnipeg

**(as amended February 26, 2012, April 24, 2016, April 30, 2017,
29 October 2017 and December 5, 2021)**

A by-law relating generally to the regulations of the business and affairs of FIRST UNITARIAN UNIVERSALIST CHURCH OF WINNIPEG INC. (also known as the Unitarian Church of Winnipeg).

BE IT AND IT IS HEREBY ENACTED as a by-law of FIRST UNITARIAN UNIVERSALIST CHURCH OF WINNIPEG INC., (also known as the Unitarian Church of Winnipeg) (hereinafter referred to as the “Church”) as follows:

INTERPRETATION

1. In this by-law and all other by-laws of the Church unless the context otherwise specifies or requires:
 - a. “Act” means The Corporations Act, R.S.M. 1987, c.40 C.C.S.M. c.225, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Church to provisions of the Act shall be read as references to the substituted provisions therefor in the new statutes;
 - b. “Regulations” means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution any references in the by-laws of the Church to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - c. “By-law” means any by-law of the Church from time to time in force and effect;
 - d. All terms which are contained in the by-laws of the Church and which are defined in the Act or the regulations shall have the meanings given to such terms in the Act or the Regulations; and
 - e. The singular shall include the plural and the plural shall include the singular; the reference to one gender shall include the other.

Article 1 - DENOMINATIONAL AFFILIATION

This congregation shall be a member of the Canadian Unitarian Council (CUC) and the Unitarian Universalist Association (UUA).

Article 2 – MEMBERSHIP

1. Eligibility and Responsibilities of Membership

Membership is open to all qualified persons regardless of race, colour, gender, sexual identity, sexual orientation, or national origin.

In order to become a member, a person must be sixteen years of age or over, be in general agreement with the Church's mission statement, and must sign the membership book in the presence of the Minister and/or the President of the Board of Directors.

A member is expected to:

- a. make a sincere effort to support the congregation functionally and volunteer his or her time and talents for the work of the congregation.
- b. make a sincere effort to support the congregation financially, pledging regular contributions if possible.

All members are required to keep the Church advised of their current postal mail address, and address for electronic communication as approved by the Board if used.

All members are qualified to vote in congregational meetings, to serve on the Board of Directors, subject to Paragraph 21, and to serve as committee chairpersons.

2. Friends

Friends of the Church are welcome at all church activities and may participate on certain Committees and Teams. Friends may attend congregational meetings, but are not entitled to vote.

3. Historic Members

An historic member is one who is unable to participate in the life of the church because of physical or mental incapacitation, but who in the past provided significant financial and/or volunteer support to the Church. An historic member is entitled to receive rites of passage at the Church. The Minister, or in his/her absence, the President may designate an historic member.

4. Termination

Membership in the Church may be terminated voluntarily by a member giving written notice of termination to the Board of Directors.

Membership in the Church may also be terminated by the Board of Directors if a member's address becomes unknown, or if a member fails to make a financial contribution of record in the previous twenty-four months, with notice of at least 60 days sent to the last known postal address as shown in the records of the Church.

A membership may be revoked at a congregational meeting if the member does not behave in a manner consistent with the Church's mission statement and the principles of the Canadian Unitarian Council. This would require approval by 67% of members present and eligible to vote, by ballot at the congregational meeting. The Board will notify the member of the date of meeting, and the reasons for the motion at least 15 days before the meeting. The notice will include the place, time, and date of the meeting, and the motion for revoking the membership.

The member has the right to speak to the motion at the hearing and to vote on any motion put to the meeting.

Article 3 - CONGREGATIONAL MEETINGS

5. Annual Meeting

The annual meeting of the members shall be held on such day in each year and at such time as the Board of Directors may determine.

6. Other Congregational Meetings

Meetings may be called at any time by the President of the Board of Directors, or by the Minister. Meetings may also be called at the request of three directors or fifteen members who are eligible to vote, by written petition, in which case the meeting shall be held within five weeks of the request.

7. Notice

A printed, written or typewritten notice stating the day, hour and place of meeting shall be served on each member eligible to vote at the meeting and on each director in the manner specified in paragraph 60 of these by-laws not less than twenty-one days or more than fifty days before the date of the meeting (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given). Notice of a meeting shall state:

- a. The nature of the business in sufficient detail to permit the member to form a reasoned judgment thereon, and
- b. The text of any resolution to be submitted to the meeting. The notice shall also be served in like manner on the auditor of the Church unless the members of the Church have not appointed an auditor in accordance with a resolution.

8. Waiver of Notice

A member and any other person entitled to attend a congregational meeting may in any manner waive notice of a congregational meeting. Attendance of any such person at a congregational meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9. Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members, director or directors, or the auditor or accountant of the Church shall not invalidate any resolution passed or any proceedings taken at any congregational meeting.

10. Voting Rights

To be eligible to vote at a congregational meeting, a member must have signed the membership book prior to the original announcement of the meeting.

11. Voting Procedures

Every question submitted to any congregational meeting shall be decided in the first instance by a show of hands unless a person eligible to vote at the meeting has demanded a ballot. In the case of an equality of votes, the chairperson of the meeting shall not, both on a show of hands and on a ballot, have a second or casting vote in addition to the vote to which he or she may be otherwise entitled. Unless a ballot is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or lost or not carried shall be conclusive evidence of the fact.

12. Approval Required

Questions arising at any congregational meeting shall be decided by majority vote of those present and eligible to vote except as follows:

- a. To call a Minister, 85%;
- b. To appoint a Minister Emeritus, 67%;
- c. To appoint a Chaplain, 67%;
- d. To change the purpose of the First Unitarian Universalist Church of Winnipeg Endowment Fund, 85%;
- e. To amend the by-laws or the Articles of Incorporation, 67%;
- f. To revoke a membership, 67%, and
- g. To wind up the affairs of the Church, 67%

13. Proxy

Except as otherwise specifically provided, members may vote by absentee ballot or by proxy if unable to attend a meeting. Such voters shall not be counted (1) in determining the existence of a quorum; (2) on a motion to adjourn; (3) in the calling of a Minister; (4) in the dismissal of the Minister; (5) in the buying, selling or financing of real property; and (6) in the amendment or revocation of the whole or part of these Bylaws. The right to vote by proxy or absentee ballot must be requested at least 48 hours prior to the meeting by written notice to the Secretary of the Board, naming the person who holds the proxy, and shall be limited to motions for which notice has been given.

14. Secret Ballot

A ballot may be demanded either before or after any vote by show of hands by any person eligible to vote at the meeting.

15. Adjournment

The chairperson of any meeting may with the consent of those present at the meeting adjourn the same from time to time to a fixed time and place. No notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

16. Quorum

A quorum at any congregational meeting other than a meeting to call or dismiss a Minister shall be the greater of 11% of those members eligible to vote at the meeting and 20 members eligible to vote. While discussion may be held, no business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the opening of a congregational meeting, the members present and eligible to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

Article 4 - BOARD OF DIRECTORS

17. Number

The Board of Directors of the Church shall consist of a minimum of 7 and a maximum of 9 directors.

18. Qualifications

A director shall be a member of the Church for at least 12 months, who is at least 18 years of age, and is not bankrupt. For a young adult member who has actively participated in the Church's youth programs, the length of membership required is at least 6 months.

19. Term of Office

The term of office of a director shall normally be three years. The terms of the directors shall be staggered so that one-third of the terms end each year, at the first adjournment of the annual meeting following the election of directors and officers. The term of office of a director may be one year if he or she is serving as Past President immediately after completing all or part of a three-year term.

20. Nomination and Election

Prior to each annual meeting of the congregation, the Volunteer Resources Committee (VRC) (Paragraph 58) will prepare a ballot that will include the names of nominees for vacancies on the Board of Directors. In order to identify a variety of qualified candidates, the VRC will confer

with the Minister and with the Chair of the Board of Directors about potential candidates for all elected positions, and will invite suggestions from the Congregation.

The Volunteer Resources Committee will submit its report to the Secretary in sufficient time to allow the Secretary to send the proposed slate of candidates to all members. Additional nominations may be made by another member, so long as the nominee has agreed to be a candidate. The VRC will accept all eligible nominations made by members. Each candidate must agree to serve in the position if elected.

Nominations may be made from the floor during the Annual Meeting only if there is an affirmative vote of a majority of the members present.

The Volunteer Resources Committee will be responsible for the supervision of elections and balloting procedures at the Annual Meeting.

Directors shall be elected by the members at the annual meeting on a show of hands unless there are two (2) or more nominees for any office or a ballot is demanded, in which case such election shall be by written ballot. Subject to the provisions of these bylaws for removal of directors, in the case of a vacancy in the Board of Directors between annual meetings, the Board of Directors may appoint a successor to fill the vacancy until the next annual meeting.

After the election of the directors at the annual meeting, the members shall elect a President, Vice-President, Secretary and Treasurer of the Board or Directors from the confirmed slate of directors.

21. Re-election

A director may serve on the Board of Directors up to six consecutive years. A director who has served six consecutive years may become eligible to serve again after two years have elapsed. Notwithstanding these limitations on length of service, the Past President shall normally be a director of the Board of Directors, eligible to vote as such, and may serve a seventh year in this capacity.

22. Removal or Vacancy of Office

In the event of the death, resignation, inability to act or failure to act for a continuous period of three months without excused absence, ceasing to be an active member of the church, or becoming bankrupt, the Board shall have power to declare the director position vacant. The Volunteer Resource Committee shall then be requested to submit the names of candidates from whom the Board shall appoint a successor for the vacant position until the next Annual Meeting, when a successor shall be elected by the members to serve the un-expired portion of the term, if any.

The Board shall have the power to remove from the membership of the board any person whose conduct the Board deems detrimental to the Congregation or to the regular and orderly functioning of the Board. Such person shall be given reasonable notice of the proposed action;

the reason(s) for it, and an opportunity for a hearing before the Board prior to a removal vote. A motion for removal of a Board member shall require an affirmative vote of three fourths (3/4ths) of the members of the Board to pass.

23. General Authority

The Board of Directors shall have full and unrestricted authority to manage and direct the activities of the Church except for the following matters, which are specifically reserved to the exclusive jurisdiction of the membership:

- a. The election of directors and officers, subject to the provisions of these by-laws permitting the Board of Directors to fill vacancies in such positions;
- b. The call and dismissal of Ministers;
- c. The adoption of the annual budget as an expression of intent of the membership;
- d. The adoption and amendment of the Articles of Incorporation and the by-laws;
- e. The amendment of the purpose of the First Unitarian Universalist Church of Winnipeg Endowment Fund;
- f. The appointment of Chaplains, subject to the provisions of these by-laws permitting the Board of Directors to fill vacancies in such positions; and
- g. The sale or purchase of any church property valued at more than 10% of the current annual budget, except by prior approval of the congregation.

The Board of Directors shall maintain a policies and procedures manual that includes the organization and Terms of Reference of committees.

24. Meetings

The board of directors shall meet regularly at such times and places as it may designate. All meetings of the Board of Directors shall be open to the members of the Church.

The Board may call *in camera* sessions with a motion. Topics presented for discussion and decisions at the *in camera* sessions will be limited to addressing subjects where confidentiality is needed to protect personal privacy or congregational interests, such as personnel, legal, and business matters. Attendees are limited to officers and members of the board of directors, the minister, unless he or she is the subject of discussion, and other persons designated by the chair. Discussions are to be kept confidential by all participants, subject to the Board's approval of release of information, but all votes taken in an *in camera* session shall be recorded in the minutes available to all congregation members.

25. Notice

A meeting of directors may be convened by the President, the Vice-President or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any such meeting need not

specify the purpose of the business to be transacted at the meeting unless required by the Act or unless the business to be conducted includes filling a vacancy among the directors or the office of the auditor, or approving any financial statements. Notice of any such meeting shall be served in the manner specified in Paragraph 55 of these by-laws not less than 5 days before the meeting is to take place (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given). A director may in any manner waive notice of a meeting of directors. Attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

26. Notice of First Meeting

For the first meeting of the Board of Directors to be held immediately following the election of directors by the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

27. Quorum

A majority of the directors shall form a quorum for the transaction of any and all business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

28. Telephone Participation

A director may, if all the directors consent, participate in a meeting of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other. A director participating in such a meeting by such means is deemed to be present at that meeting.

29. Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of those present and eligible to vote. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote in addition to his or her original vote.

30. Resolution in Lieu of Meeting

The Board is authorized to establish policy regarding the form of discussions and voting on issues before it. Such Policies shall, at the discretion of the Board Chair or Acting Chair, permit votes to be taken outside of formal Board meetings. All votes shall be recorded in the minutes of the subsequent Board meeting and reported to the Congregation.

31. Remuneration of Directors

The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Church and in attending meetings of the Church. Any director who is a bona fide employee of the Church (whether full time or part time) may be paid remuneration with respect to services performed by him or her as an employee.

32. Submission of Contracts or Transactions for Approval

The Board of Directors in its discretion may submit any contract, act or transmission for approval or ratification at any meeting of the members. Subject to the provisions of section 115 of the Act, any such contract, act or transmission that shall be approved or ratified or confirmed by a majority of those present and eligible to vote at that congregational meeting (unless any different or additional requirement is imposed by the Act or by the Church's articles or by any other by-law) shall be as valid and as binding upon the Church and upon all the members as though it had been approved, ratified or confirmed by every member of the Church.

33. Conflict of Interest

Provided the director declares his or her interest and refrains from voting with respect to all contracts in which he or she has an interest, the director shall not be disqualified from sitting on the Board of Directors or from benefiting from any contracts or arrangements that the Church may enter. In such case, the director shall not be liable to account to the Church or any of its members or creditors for any profit arising from any such office or place of profit. Subject to section 115 of the Act, and provided that the director declared his or her interest in the contract, no contract or arrangement entered into by or on behalf of the Church in which any director shall be in any way directly or indirectly interested shall be avoided or voidable, and no director shall be liable to account to the Church or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

34. Limit of Liability

Except as otherwise provided in the Act, no director or officer of the Church shall be liable for:

- a. The acts, receipts, neglects or defaults of any other director or officer or employee;
- b. Joining in any receipt or act of any other director or officer or employee;
- c. Any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by or for or on behalf of the Church;
- d. The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested;
- e. Any loss or damage arising to the Church from the bankruptcy, insolvency or tortuous act of any person, firm or Church, including any person, firm or Church with whom or which any moneys, securities or effects shall be lodged or deposited;

- f. Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Church; or
- g. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly and in good faith, with a view to the best interests of the Church and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Church shall be employed by or shall perform services for the Church otherwise than as a director or officer of a body corporate which is employed by or performs services for the Church, the fact of his or her being a director or officer of the Church shall not disentitle such director or officer or such firm or body corporate as the case may be, from receiving proper remuneration for such services.

35. Indemnities to Directors and Officers

Subject to section 119 of the act, every director and officer of the Church and his or her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Church from and against:

- a. All costs, charges and expenses reasonably incurred by him or her in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and
- b. All other costs, charges and expenses reasonably incurred by him or her in respect of the affairs of the Church.

36. Removal

All officers, in the absence of agreement to the contrary, shall be subject to removal by the Board of Directors at any time, with or without cause.

37. Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures, and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board of Directors.

38. Delegation of Duties

In the case of the absence or inability to act of any officer of the Church or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any

of the powers of such officer to any other officer or to any director for the time being.

39. President

The President shall be the chief executive officer of the Church. He or she shall, when present, preside at all meetings of the Board of Directors and the members.

40. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or unwillingness of the President to act.

41. Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board of Directors and of the members when directed to do so, and shall have charge of the minute books of the Church and of the records (other than accounting records) referred to in section 20 of the Act. The Secretary or Secretary-Treasurer shall keep or cause to be kept records containing:

- a. A copy of the articles and by-laws of the Church and all amendments thereto and a copy of any preliminary memorandum or agreement;
- b. The policies and procedures manual including the organization and Terms of Reference of committees;
- c. Minutes of meetings and resolutions of members, directors and any committee thereof;
- d. The names, addresses and other occupations, if any, of all persons who are or have been directors of the Church, with the several dates on which each became or ceased to be a director; and
- e. The names, addresses and other occupations, if any, of all persons who are or have been members of the Church.

42. Treasurer

Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall be responsible for the collection and disposition of the funds of the Church and shall deposit the same in the name of the Church in such bank or banks or with such other depository or depositories as the Board of Directors may direct. The Treasurer shall assist in annual financial review, preparation of budget, and must ensure filing of tax return. He or she may be required to give such bond for the faithful performance of his or her duties as the Board of Directors in its uncontrolled discretion may require, but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Church to receive any indemnity thereby provided.

43. Past-President

Subject to the provisions in these by-laws for vacation of office and for removal of a director, the Past-President may be a director of the Board of Directors, notwithstanding that he or she may already have served as a director for a period of six years.

Article 5 - MINISTER

44. Recruitment and Call

Recruitment and candidating for the position of Minister will normally be guided by the currently recommended practices of the UUA Department of the Ministry and the UUA Congregational Handbook.

The Minister shall be called at a meeting of the members upon the recommendation of the Ministerial Search Committee, with a quorum of 40% of those members eligible to vote at the meeting. The call of the Minister must be approved by 85% of those present and eligible to vote.

45. Duties

The Minister shall perform the duties customary to that office in liberal churches. She or he shall work in close co-operation with the Board of Directors and with other organizations of the Church, and shall have primary responsibility for the spiritual, intellectual and ethical guidance of the congregation. Duties of the Minister shall include making a report at the annual meeting, bringing to the attention of the Board of Directors and/or members any matters that seem pertinent to the general welfare of the Church, and making such recommendations as seem proper.

46. Freedom to Speak

The Minister shall be free at all times to express his/her opinion both in and out of the pulpit, with the understanding that the Minister does not necessarily speak for the congregation. If the Minister has the previous approval of the Board of Directors or a congregational meeting, she or he may speak for the Church on a specific issue or issues.

47. Membership

The Minister shall be an ex-officio non-voting member of the Board of Directors and all Church committees unless the Board otherwise directs.

48. Dismissal of Minister

The Minister may be dismissed at a meeting of the members with a quorum of 40% of those members eligible to vote at the meeting. A majority vote of those present and eligible to vote shall decide.

Article 6 - LAY CHAPLAINS

49. Position

A Lay Chaplain is a member of the Church who performs rites of passage for members and non-members in keeping with the religious orientation of the Church, and in such a way as to celebrate and dignify those special occasions in human life. A Lay Chaplain reserves the right to refuse to perform a service that is not acceptable to personal conscience or with which she/he does not feel comfortable. A Lay Chaplain shall adhere to the code or practice for chaplains established by the Canadian Unitarian Council. At any one time, the Church will normally have two Lay Chaplains.

50. Term of Appointment

The term of appointment of a Lay Chaplain shall be one year. A Lay Chaplain may be reappointed by the members up to five consecutive times. A Lay Chaplain who has served six consecutive terms may become eligible to serve again after two years have elapsed.

51. Appointment

Lay Chaplains shall be appointed by the members at the annual meeting. The appointment of a Lay Chaplain must be approved by 67% of members present and eligible to vote. In the case of a vacancy between annual meetings, the Board of Directors may appoint a Lay Chaplain to serve until the next annual meeting.

52. Removal

A Lay Chaplain may be removed at a congregational meeting by a majority vote. Any vacancy created by removal of a Lay Chaplain may be filled at the same meeting. A Lay Chaplain so appointed shall serve for the remainder of the term of his or her predecessor.

Article 7 - MINISTER EMERITUS

53. Eligibility

After a lengthy period of service (usually more than 10 years) the congregation can appoint a former minister as minister emeritus, an honorary title. This appointment is to honour long and meritorious service and will normally be guided by the recommended practices of the UUA and CUC.

54. Duties

Duties will be discussed and agreed upon by the settled minister, the Board, and the minister emeritus designate.

55. Approval

Approval of the congregation, by 67% of those present and eligible to vote at a duly constituted congregational meeting, is required.

56. Confirmation of the appointment

Normally a ceremony is held by the congregation to confer the minister emeritus appointment, and the UUA and the CUC are notified so that the appointment can be noted in the minister's record.

Article 8 - COMMITTEES

57. Committees

Committees, unless specified in these bylaws, shall be established or disbanded as needed and defined by the Board to support ongoing activities in such areas as worship, religious education, membership, and finance. The responsibility and authority of these committees will be described by terms of reference or specifically by bylaw. Any amendments to a Committee's Terms of Reference shall be done in consideration between the Board and the Committee involved.

Committee chairs shall be approved by the Board and shall normally be members of the congregation. Committee members need not be members of the congregation.

Additional special Committees as the Congregation deems advisable may be established from time to time by the Congregation at any Members meeting.

58. Volunteer Resources Committee

The mandate of the Volunteer Resources Committee is to establish and maintain a robust volunteer recruitment, support, and training program for the church. The Volunteer Resources Committee will be comprised of at least three members or friends of the Church appointed by the Board. The term of appointment shall normally be three years. When a member does not serve out the full three-year term, the Board of Directors, after consultation with the remaining Volunteer Resources Committee members, shall appoint a new member to the Volunteer Resources Committee to serve out the remainder of that specific term. The Volunteer Resources Committee will choose its own Chair.

The Volunteer Resources Committee will actively assess both the church's need for volunteers and the capacities and interests of new and existing members and friends for consideration for leadership positions within the Church. The committee will seek potential candidates to become members of the Board of Directors and volunteers for church committees and teams as needed and requested.

59. Shared Ministry Team

The mandate of the Shared Ministry Team is to strengthen the quality of ministry within the congregation. The team serves as a support for the minister and the congregation and provides assessment recommendations to enhance the effectiveness of congregational leadership. Team members shall be members of the church. The Shared Ministry Team will select the Chair from the team membership. The Chair will serve up to a 3 year term with the following provision for renewal -maximum of 2 consecutive 3 year terms. The Chair will work in consultation with team members, the Minister, and the President of the Board of Directors or designate. Each of the SMT members serves staggered terms of up to three years, with one member's term ending each year, and are selected jointly by the Board and the Minister. No member is to serve longer than six continuous years.

Article 9 - NOTICES

60. Service

Any notice or other document required by the Act, the Regulations, the articles or the bylaws to be sent to any member or director or to the auditor or accountant of the Church shall be delivered personally or sent by prepaid postal mail or electronic communication as approved by the Board to any such person at his or her last known postal mail address or address for electronic communication as approved by the Board and as shown in the records of the Church. Notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned because the post office is unable to deliver the same, it shall not be necessary to send any further notices or documents to the member until he or she informs the Church in writing of his or her new address.

61. Signature of Notices

The signature of any director or officer of the Church on any notice or document to be given by the Church may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Article 10 - ENDOWMENT FUND

62. Purpose of Fund

There shall be a segregated fund in the name of the Church, known as the First Unitarian Universalist Church of Winnipeg Endowment Fund, for the purpose of receiving monies and other assets donated or bequeathed to the Church and holding them indefinitely as capital.

63. Trustees

There shall be three Endowment Fund trustees whose responsibility it shall be to invest and manage the fund. To act as a trustee, the person must be an active member of the Church and must have the legal capacity to manage his or her own affairs.

64. Term of Appointment

The term of appointment of a trustee shall normally be three years. The terms of the trustees shall be staggered so that one-third of the terms ends in each year. The terms shall coincide with the Church's financial year.

65. Appointment of Trustees

The Endowment Fund trustees shall be appointed by the Board of Directors. If a vacancy occurs mid-term, the Board of Directors shall appoint a successor to serve for the remainder of the term.

66. Removal

A trustee may be removed by the Board of Directors at any time, with or without cause.

67. Chair of Endowment Fund Trustees

The trustees shall elect one of their numbers to act as chairperson. The chairperson shall report to the Board of Directors annually.

68. Donations

Donations to the fund may be in the form of cash, property, insurance policies, stocks or bonds. These donations may be made during the lifetime of members, as memorials, or by specific bequest. The trustees shall have the right to refuse any donation.

69. Change of Purpose of Fund

The purpose of the fund may be amended at a congregational meeting. Any amendment must be approved by 85% of those present and eligible to vote.

70. Endowment Fund Rules

The Endowment Fund trustees shall be governed by the following rules:

- a. Investments will be restricted to "Trustee Approved Investments" (as authorized by Manitoba law for trustees);
- b. Investments will be consistent with current Unitarian Universalist principles and policies;
- c. Contributions in kind such as stocks, land or buildings may be retained in their original form, or converted to cash at the discretion of the trustees; and

- d. There shall be annual reporting to the Board/Congregation which would include balance, contributions, and investment earnings.

71. Investment Earnings on Fund

The Endowment trustees shall make the prior year's investment earnings from the fund available to the Church each year to be used in financing the operations of the Church.

CHEQUES, DRAFTS AND NOTES

- 72.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two of the persons so authorized by the Board of Directors, at least one of who must be a director, and in such manner as the Board of Directors may designate.

EXECUTION OF INSTRUMENTS

73. Signing Authority

Contracts, documents or instruments in writing requiring the signature of the Church may be signed by any two officers, and all contract, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Board of Directors shall have power to appoint any officer or officers or any person or persons, on behalf of the Church either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

74. Corporate Seal

The corporate seal (if any) of the Church may be affixed to contracts, documents and instruments in writing signed in accordance with the previous provision or by any officer or officers, person or persons appointed by the Board of Directors, but any such contract, document or instrument is not invalid merely because the corporate seal of the Church is not affixed thereto.

FINANCIAL YEAR

- 75.** The financial year of the Church shall terminate on June 30th of each year.

WINDING UP OF THE CHURCH

76. First Meeting

If 67% of those present and eligible to vote at a congregational meeting shall vote in favour of winding up the affairs of the Church, then a further meeting shall be called with proper notice as

set forth in these by-laws. Notice shall also be advertised in two successive Saturday issues of the Winnipeg daily papers, setting forth the subject of discussion.

77. Second Meeting

If, at the second meeting, a quorum being present, 67% of those present and eligible to vote shall again vote in favour of winding up the Church, that decision shall be final, and the Church shall be considered dissolved. All remaining assets, after payment of all debts and liabilities, shall be disposed of or distributed to the Canadian Unitarian Council, a qualified donee in accordance with subsection 149.1(1) of the Income Tax Act (Canada), to be held in trust for ten years for the benefit of any Unitarian Universalist fellowships or churches which may be re-founded in Winnipeg within that period. Should no Unitarian Universalist fellowship or church be established in Winnipeg within the said period of ten years, then the remaining assets of the dissolved Church are to be used for the maintenance and propagation of the Unitarian Universalist movement in Canada.

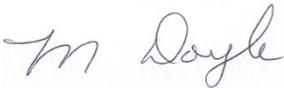
78. No Activity

If no Church work or activities shall have been carried on for a year, the last elected Board of Directors shall call a meeting of the members by advertisement as set forth above. If, at this meeting, a quorum being present, 67% of those members present and eligible to vote shall vote in favour of dissolution, the decision shall be final and the title to all property and assets shall revert as provided above. If this last meeting shall be deemed not legal by reason of insufficient attendance (lack of quorum), then the Church shall be considered no longer in existence, and the title to all property and assets shall revert to the Canadian Unitarian Council as provided above.

ENACTED this 5th day of December 2021.



President, Marlene Schellenberg



Secretary, Marjorie Doyle