

BYLAWS OF THE WESTWOOD UNITARIAN SOCIETY

Approved at the Annual General Meeting of Westwood Unitarian Society on May 27, 2007
Amendments based on letter from Corporate Registry dated November 20, 2007 approved at
February 24, 2008 General Meeting
Filed with Corporate Registry April 2, 2008

Article I Name

The name of this Society shall be the Westwood Unitarian Society, operating as "Westwood Unitarian Congregation"

Article II Objects

The purpose of the Society is to operate as a religious and spiritual body embracing the principles of Unitarian Universalism while engaging in charitable activities in the Edmonton community and beyond.

Article III Membership

- (a) Members are those persons who have attained the age of 16 years whose applications for membership have been submitted to the Board of Trustees and approved by same.
- (b) Members are expected to support the Society, financially and otherwise, in accordance with their resources and abilities.
- (c) Each member is entitled to one vote at all general, annual general and special congregational meetings held more than 60 days after the approval of that person's membership application by the Board of Trustees and is entitled to notice of all general, annual general and special congregational meetings.
- (d) The name of any member resigning from the Society shall be removed from the list of members after notice in writing is received by the Board from the resigning member. The member's name may be removed from the member's list by the Board of Trustees if that member has failed to respond within 60 days to written communication from the Board of Trustees, enquiring as to the member's intentions in relation to continued membership.

Article IV Meetings of the Society

- (a) There shall be an annual general meeting of the Society which shall be held before June 30 in every calendar year at such time as fixed by the Board of Trustees.
- (b) At each annual general meeting, in addition to any other business that may be transacted, the financial statement and the report of the Auditor shall be presented and the Board of Trustees and officers elected for the coming year.
- (c) The Board of Trustees may call general meetings and special congregational meetings of the Society from time to time. It shall call a special congregational meeting upon the receipt of a written request for same from not fewer than twenty-five percent (25%) of the members of the Society provided that if such a meeting is not called and held within 30 days of the receipt of such written

request by the Board of Trustees, the members requesting the said meeting shall be entitled to hold such a meeting following the procedures set out herein for the calling and holding of meetings generally.

(d) Notice of all general meetings, special congregational meetings and the annual general meeting shall be sent to each member in accordance with the notice requirements set out herein.

(e) A quorum for the transaction of business at any meeting (general meeting, special meeting or annual general meeting) of members shall consist of no less than twenty five percent of the members of the Society.

(f) At all meetings (general meeting, special meeting or annual general meeting) of the Society every question shall be decided by a majority of the votes of the members present in person who are entitled to vote, unless otherwise required by these bylaws or by law. Voting by proxy is not permitted.

(g) The following special resolutions made at a general meeting shall require a majority of seventy-five percent (75%) of those members in attendance for passage:

(i) any motion which would result in the creation of an obligation to sell an asset worth more than or pay a sum equal to or greater than 10% of the expenditures in the annual budget of the Society passed at the most recent Annual General Meeting ;

(ii) any motion for the purchase , mortgaging or sale of real property;

(iii) any motion to create or terminate a contract of employment of a minister;

(iv) any motion to remove any member of the Board of Trustees including officers before the expiration of their term of office;

(v) any motion to remove membership from any member of the Society other than in accordance with Article III (d);

(vi) any motion for dissolution of the Society;

(vii) any motion to amend or repeal any of these bylaws, and

(viii) any motion to establish, maintain, modify or dissolve an endowment fund.

(h) All motions shall be voted upon made by show of hands except where a majority of the members of the Board of Trustees decide or five or more members present request that a vote be taken by written anonymous ballot in which case the vote shall be taken by written, anonymous ballot.

Article V Board of Trustees

(a) There shall be a Board of Trustees including officers for the Society, each of whom (except the Past President) is elected for a term of two years at an annual general meeting, and each of whom shall serve without remuneration. The number of Trustees shall be not fewer than five, nor more than nine.

(b) Each Trustee shall be a member as of the date of election. Any Trustee who ceases to be a member of the Society shall also immediately cease to remain a Trustee.

(c) The term of office of each member of the Board of Trustees shall commence on the first of July of the applicable calendar year and expire on the 30th of June of the second following calendar year (or, for the Past President, the 30th of June of the following calendar year).

(d) Should any member of the Board of Trustees resign, become incapable or cease to be a member of the Society, the remaining members of the Board of Trustees may in their discretion appoint a member who is willing and able to fill the vacant position until the next general meeting.

(e) No trustee who has served four consecutive years (two consecutive two year terms) shall be

eligible for immediate re-election without a break of at least one year. Any trustee who has served two consecutive two year terms may be re-elected after the position has been occupied by a different individual for at least one full year. This does not apply to the position of Past President who may be appointed for one additional year.

(f) A quorum for the meetings of the Board of Trustees shall consist of a simple majority of Trustees. Each Trustee, including the Past President, shall have the right to cast a vote on any motion made at such meeting.

(g) Four Officers shall be elected by the congregation from the Trustees at the annual general meeting for a term of one year:

- (i) a President;
- (ii) a Vice-President;
- (iii) a Secretary;
- (iv) a Treasurer.

(h) The immediate Past President shall be an ex-officio member of the Board of Trustees.

(i) Should the immediate Past President be unable or unwilling to act as a member of the Board of Trustees or resign that position, the remaining members of the Board of Trustees may in their discretion appoint the most recent Past President who is able or willing to act in that position or if no Past President is able or willing, then they may appoint a member who is willing and able to fill the vacant position until the next general meeting.

Article VI Trustees' Powers and Duties

(a) The Board of Trustees shall administer the affairs of the society in all things and subject to the provisions of the bylaws enter into any contract which the Society is capable of making, including the power to lease, purchase, acquire, sell, exchange or otherwise dispose of the property of the Society and may employ or terminate the employment of any employee;

(b) Any two Officers shall have the authority to sign any documents on behalf of the Society;

(c) As a matter of fiscal prudence the Board of Trustees shall at all times maintain a minimum financial reserve fund equal to a total of six months salary and benefits of all paid employees of the Society. Expenditures from this sum must be authorized by majority vote of those members present at a general meeting, annual general meeting or special congregational meeting.

Article VII Borrowing Powers

The Board of Trustees may, subject to the provisions of these bylaws borrow money in any manner up to a sum equal to 10% of the expenditures in the budget passed at the most recent Annual General Meeting without first securing a motion approving same at a general meeting or special congregational meeting provided that no mortgage or charge may be granted on any real property owned by the Society without first being approved by at least 75% of those members present in person at a general meeting called for that purpose.

Article VIII Auditors

The congregation shall elect a financial review committee which may be composed of members, other than members of the Board of Trustees; the financial review committee shall

perform the function of auditor and shall hold office for such time as the board determines ; the auditor(s) shall report in writing to the members at every annual general meeting on the income and expenditures of the Society, shall provide financial statements for the society for the previous year and shall report on such other matters as authorized by the Board of Trustees or which the auditor(s) feels to be appropriate.

Article IX Endowment Fund

- (a) The Society may establish, maintain, modify or dissolve an endowment fund by approval of not less than seventy-five percent (75%) of those members in attendance at a general meeting called for that purpose.
- (b) The income earned by that fund may be distributed to support projects related to congregational growth and outreach activities subject to any conditions imposed in the motion passed to establish or to modify the fund.
- (c) The endowment fund will be administered as directed in any bylaw establishing or modifying the fund.

Article X Seal

The Board of Trustees may adopt a seal which shall be the common seal of the Society. It shall be under the control of the Trustees and the responsibility for its custody and use from time to time shall be determined by the Trustees.

Article XI Returns and Filing Requirements.

- (a) The Secretary shall make an annual filing with the Registrar under the Societies Act which shall include the address of its registered office, the full name, address and occupation of each officer and trustee and the audited financial statement presented at the last annual general meeting of the Society.
- (b) If there is a change in the membership of the officers or trustees, or the name, address or occupation of an officer or trustee the Secretary shall give notice of that change to the Registrar under the Societies Act within 30 days of the change being made.
- (c) The Secretary shall file, in duplicate, a copy of any resolution passed by the Society which amends or repeals any portion of these bylaws with the Registrar under the Societies Act.

Article XII Notice Requirements

- (a) Service of any notice which is required by these bylaws may be effected by sending the notice to the most recent email address provided by the member upon whom it is to be served or, if no email address has been provided by ordinary mail addressed to the most recent mailing address provided by the member upon whom it is to be served.
- (b) Notice of any general meeting at which a motion (special resolution) requiring approval by not less than seventy-five percent (75%) of those members in attendance for passage must be delivered at least 21 days in advance.

(c) Notices which are sent electronically shall be deemed to have been delivered 48 hours after being sent; notices which are sent by post shall be deemed to have been delivered 7 days after being sent.

(d) Any notice of a meeting (general meeting, special meeting or annual general meeting) must contain the reason for the meeting including any proposed motion to be voted upon during the meeting, without limiting the ability to amend any proposed motion during the course of the meeting without further notice.

Article XIII Books and Records

(a) The Secretary shall maintain and have charge of the books of the Society and shall record or cause to be recorded therein minutes of proceedings of the general, annual general and special congregational meetings and trustee's meetings.

(b) The Secretary shall keep a register of the members of the Society at the registered office of the Society; the register shall include the names of the applicants for incorporation and the name of every other person who is admitted as a member together with the full name and residential address of each member, the date on which that person is admitted as a member and the date upon which any member resigns.

(c) The books and records of the Society shall be open to inspection of any member of the Society within 72 hours of that member giving written notice of a desire to inspect same to the Secretary who shall provide, without charge a copy of the Society's membership list, application for incorporation and these bylaws to any member upon receipt of written request for same provided that the member requesting information confirms that he or she will use it only in relation to matters relating to the affairs of the Society.

Article XIV Dissolution

Upon dissolution of the Society all its property shall be transferred by the Board of Trustees to the Canadian Unitarian Council to be used by it as it deems fit.