

St. Thomas United Church

Bylaws – Section 3

Approved



St. Thomas United Church
Open Hands – Open Hearts – Open Minds



June 2, 2019

St. Thomas United Church Bylaws

- Date Adopted at Congregational Meeting: June 2, 2019.

Amendments

Date	Description

BYLAWS OF ST. THOMAS UNITED CHURCH, CALGARY AB

St. Thomas United Church (“St. Thomas”) was established in 1976 to serve the communities of northwest Calgary. It is chartered under the United Church of Canada and is a dynamic congregation with over 400 Full Members, Members, and Adherents of all ages.

3.01 Definitions

In these Bylaws, the following terms in quotations have the meanings below:

- (a) “Manual” refers to the United Church of Canada 2019 Manual and any revisions thereto.
- (b) “Handbook” refers to the St. Thomas United Church Governance, Bylaws, Policies & Guidelines Handbook.
- (c) “Congregational Meeting” means a meeting of Full Members, Members and Adherents to discuss church business. “Annual Congregational Meeting” means a Congregational Meeting held on or before March 31st each year to discuss church business, review annual reports, approve St. Thomas’ financial statements for the preceding calendar year and approve the budget for St. Thomas’ Operating Fund for the current calendar year.
- (d) “Congregation” means all Full Members, Members and Adherents of St. Thomas.
- (e) “Community of Faith” is any community of people within the United Church of Canada that gathers to explore faith, worship, and serve, including but not limited to pastoral charges, congregations, outreach ministries, chaplaincies, faith-based communal living, house churches and online communities; and is recognized as a Community of Faith within the United Church by the Regional Council through a covenantal relationship between the Community of Faith and the Regional Council.
- (f) “Pastoral Charge” refers to a unit of organization that consists of one or more congregations of the United Church of Canada.
- (g) “Executive Council” is the court of the local church and consists of all those persons listed in Section 3.03.
- (h) “Officers” refers to the officers of Executive Council: Chair, Past or Vice Chair, Secretary and Treasurer.

- (i) “Full Members” are as defined in the Manual. In summary, they are individuals who have been approved by Executive Council, or by the Congregation, if the Congregation decides to take on this responsibility, and have become a Full Member through one of the ways defined in the Manual.
- (j) “Members” as defined in the Manual are children of Full Members and children who have been baptized but have not become Full Members.
- (k) “Adherents” as defined in the Manual are individuals who contribute regularly to the life and work of the Congregation but are not Full Members or Members. Executive Council is responsible for deciding who is an Adherent.
- (l) “Ministerial Staff” includes Ordained and Diaconal Ministers, Lay Pastoral Ministers, Lay Ministers in Training and Staff Associates settled in or appointed to St. Thomas.
- (m) “Regional Council” is a decision-making body responsible to serve and support Communities of Faith within its bounds and provides necessary oversight. All ministry personal and lay members elected by the Community of Faith within the geographic bounds served by the Regional Council are members of the Regional Council.
- (n) “Quorum” means the number of members of a body that when assembled is required to transact business.
- (o) “Standing Team” means a team or committee which is established to have powers and duties as Executive Council and the Congregation may specify.
- (p) “Team Leader” means an individual who takes the responsibility of calling and chairing team meetings.
- (q) “Trustee” means an individual appointed long-term to hold and administer the property in trust or acquired for the Congregation, and for the purposes approved by Executive Council and/or the Congregation, and for the support and maintenance of public worship.

3.02 Congregation

- (a) Full Members are entitled to vote at all Congregational Meetings on all matters relating to the Congregation’s life and work.
- (b) Full Members have full and complete responsibility for the operation of the Congregation, subject to the purposes of The United Church of Canada and its regulations governing local Communities of Faith and to the supervision of the Regional Council.
- (c) With the consent of the Full Members, Adherents may vote at a Congregational Meeting.

3.03 Executive Council

Executive Council, as St. Thomas' governing body, exercises leadership in the care and oversight of the Congregation.

a) Membership

- 1) Executive Council consists of:
 - a) Officers: Chair, Secretary and Treasurer as elected by the Congregation;
 - b) Team Leaders (or designate) of all Standing Teams, including Trustees;
 - c) full time Ministerial Staff (ex-officio);
 - d) one St. Thomas lay representative to the Regional Council; and
 - e) a Past Chair or a Vice Chair.

- 2) With regard to the membership of Executive Council:
 - a) no person may hold more than one (1) Officer position at a time;
 - b) Adherents may be elected or appointed in special circumstances with the Regional Council's approval as per the Manual; and
 - c) the majority of Executive Council members must be Full Members.

b) Quorum

- 1) The quorum for a duly constituted Executive Council meeting will be one third (1/3) of its voting members plus the Chair or their designate, and must include one of the full-time Ministerial Staff.
- 2) In the absence of full-time Ministerial Staff, a person appointed by the Regional Council must attend the meeting.

c) Meetings and Voting Privileges

- 1) Meetings may be held within the following options:
 - a) in person;
 - b) by telephone conference call;
 - c) in any other way where participants can communicate with each other at the same time (for example, by instant messaging or webcam simulcast technology); or

- d) by email, as long as the requirements for email meetings as per Section 3.10 are met.
- 2) Executive Council must post the draft minutes on its website or, if there is no website, by any other means that makes them available to its members promptly.
- 3) All members of Executive Council who are present are entitled to one vote each, with the exception of the Ministerial Staff and Chair. The Chair votes only if there is a tie.
- 4) Voting by proxy or mail-in ballot shall not be permitted.
- 5) Voting may be done by telephone or electronic means if all voters can communicate with one another at the same time, with an exception for decisions by email as noted in Section 3.10.

d) Meeting Schedule

- 1) Executive Council shall meet on a regular basis, at a minimum of four (4) times per year, as is required to complete the duties and responsibilities assigned to it.
- 2) It shall be the duty of Executive Council's Chair to call meetings and give due notice.
- 3) Executive Council's Chair may call additional meetings as required.
- 4) All meetings of Executive Council shall follow the rules of order as indicated in the Manual or "Bourinot's Rules of Order".

e) Term of Office

- 1) Officers shall be elected for a term of two (2) years, except for the Past or Vice Chair, who shall serve a term of one (1) year. Additional terms beyond the initial two (2) years must be ratified by the Congregation at the Annual Congregational Meeting.

f) Duties, Responsibilities and Authorities

- 1) Executive Council provides visionary leadership, oversees the spiritual interests of the Congregation, has general oversight of the finances of the Congregation, and also deals with pastoral relations and temporal matters. This includes recognizing spiritual gifts and empowering the passion of leaders in mission and ministry.
- 2) Executive Council shall:
 - a) maintain an overview of the health and vitality of congregational life and take such actions or give such directions (as it has authority) to assure the health and well-being of the Congregation; this includes

managing/overseeing the temporal, financial and spiritual affairs of the Congregation as per the Manual;

- b) administer, in conjunction with the Trustees, all property that is held in trust or acquired for the use of the Congregation;
- c) form or disband Standing Teams as needed, providing such action is ratified at a Congregational Meeting;
- d) assign tasks to Standing Teams, assess team objectives and ratify team decisions where necessary;
- e) assure that all areas of responsibility defined in the Manual are being assumed by Executive Council and Standing Teams;
- f) promote spiritual insight and long-term objectives for the Congregation;
- g) call all meetings of Executive Council and all Congregational Meetings;
- h) fill vacancies that occur between Annual Congregational Meetings;
- i) review the Bylaws at a minimum of at least once every two (2) years; and
- j) be the court of the Congregation and fulfill the functions specified in the Manual.

3.04 Officers

a) Chair

1) Election: The Congregation is responsible for electing a Chair of Executive Council.

2) Eligibility

The following are eligible for election:

- a) Full Members;
- b) a member of the order of ministry who has been called or appointed to the pastoral charge; and
- c) a person who has been recognized by the Regional Council and appointed to the pastoral charge.

3) Responsibilities: the Chair is responsible for overseeing the life of Executive Council and with a view to assuring that the congregational values and vision are upheld as outlined in the Mission Strategy Plan (Section 2.03 of the Handbook) and that the Action Plan (Section 2.04 of the Handbook) objectives are being achieved.

This includes:

- a) presiding and keeping order at Executive Council meetings and Congregational Meetings;
- b) taking votes and announcing the results;
- c) voting only if there is a tie;
- d) act as the official Executive Council liaison with the Congregation;
- e) be the official spokesperson for Executive Council;
- f) ensure proper notification for all Executive Council and Congregational Meetings;
- g) oversee the general functioning of all Standing Teams;
- h) ensure that the Executive Council Officer update their duty descriptions at the end of their term of office;
- i) ensure that a copy of the Handbook is provided to all members of Executive Council;
- j) be a joint signing officer according to Section 3.09;
- k) ensure that correspondence is completed as necessary; and
- l) have other such powers and duties as Executive Council or Congregation may specify.

b) Past Chair or Vice Chair

- 1) Election: The Past Chair is appointed to Executive Council by virtue of previously serving as Chair of Executive Council. A Vice Chair is elected to Executive Council by the Congregation at the Annual Congregational Meeting.
- 2) Eligibility: as per the eligibility for the position of Chair.
- 3) Responsibilities:
 - a) aid the Chair and undertake tasks as assigned by the Chair;
 - b) work closely with the Chair and assume the Chair's duties at meetings or other functions when, and if, the Chair is not available for any reason;
 - c) have other such powers and duties as Executive Council or the Congregation may specify.

c) Secretary

- 1) Election: The Congregation is responsible for electing a Secretary. This person must be a member of Executive Council.
- 2) Responsibilities: The Secretary is responsible for:
 - a) cause accurate written minutes of all Executive Council and Congregational Meetings and proceedings to be kept;
 - b) include an attendance record for each meeting;
 - c) cause copies of all minutes, correspondence and official records to be made accessible to any member of the Congregation upon request;

- d) have charge of correspondence and official records of Executive Council;
- e) cause notices of all meetings and proceedings of Executive Council, Unified Board, and Congregational Meetings to be given;
- f) be a joint signing authority according to Section 3.09;
- g) ensure that an alternate secretary be present at a meeting at which she/he is unable to attend; and
- h) have other such powers and duties as Executive Council or the Congregation may specify.

d) Treasurer

- 1) Election: The Congregation is responsible for electing a Treasurer. This person must be a member of Executive Council.
- 2) The Treasurer is responsible to:
 - a) properly account for St. Thomas' funds and keep such books as may be directed by Executive Council;
 - b) be a joint signing officer according to Section 3.09;
 - c) ensure that all approved expenses are paid in a timely manner;
 - d) coordinate the development of St. Thomas' annual financial budgets;
 - e) present interim statements of receipts and disbursements to Executive Council at least quarterly (a copy of all such statements to be filed with the Secretary's records);
 - f) prepare annual financial statements for approval at the Annual Congregational Meeting;
 - g) provide direction to the Congregation's financial institutions with respect to the investment of the Congregation's funds;
 - h) complete all required Canada Revenue Agency statutory filing requirements; and
 - i) have other such powers and duties as Executive Council or the Congregation may specify.

3.05 Standing Teams

- a) A Standing Team may comprise two or more persons accountable to Executive Council.

- b) Executive Council shall approve Standing Teams and the terms of reference for each Standing Team and review annually the teams' mandates and membership. Executive Council will empower Standing Teams by providing general direction and boundaries for action while freeing the Standing Teams to manage their mission and mandate as they see fit.

- c) Role of Standing Teams: The Governance model intends to enable congregational members to focus their time and energy in the ministry and mission for which they have a passion.

- d) Meetings and Minutes
 - 1) Standing Team members shall be Full Members, Members or Adherents.
 - 2) It shall be the responsibility of the Team Leader of each Standing Team to call and chair the Standing Team meetings.
 - 3) Standing Teams are encouraged to meet on a regular basis as is required to complete the duties and responsibilities assigned to them.
 - 4) Minutes shall be kept of all meetings.
 - 5) A copy of the minutes shall be submitted to the church office for distribution and official filing.

- e) Reports: Each Standing Team shall submit a yearly report recapping its past year's activities to be included in the Congregation's annual report.

- f) Budget: Each Standing Team shall submit its annual budget request to the Finance Team by the deadline set by the Finance Team.

- g) Spending Authority: Each Standing Team shall have authority to spend funds in accordance with the approved budgets.

- h) Unless approved otherwise by Executive Council or the Congregation, there shall be the following Standing Teams:
 - 1) Affirming
 - 2) Building and Property
 - 3) Communications
 - 4) Faith Formation
 - 5) Finance
 - 6) Hospitality

- 7) Men of St. Thomas (MOST)
- 8) Ministry and Personnel
- 9) Music
- 10) Nominating
- 11) Outreach
- 12) Pastoral Care
- 13) Paths to Reconciliation
- 14) Planning
- 15) Stewardship
- 16) Worship
- 17) Youth Advisor

3.06 Board of Trustees

St. Thomas shall have one Board of Trustees that conforms with the bylaws in the Manual.

The functioning and work of the Board of Trustees shall be in conformity with the *Trustees Handbook*. All members of the Board of Trustees shall possess a copy of this handbook, located online at: https://www.unitedchurch.ca/sites/default/files/resources/handbook_trustees.pdf

a) **Membership**

- 1) The Board of Trustees shall consist of not fewer than three or more than fifteen members.
- 2) Trustees shall be elected on a long-term basis at Congregational Meetings as required.

b) **Responsibilities**

- 1) Under “The United Church of Canada Act”, all property owned by a United Church Congregation is held and administered by the Trustees of the Congregation as part of the United Church of Canada as per the bylaws in the Manual.
- 2) Trustees have two major areas of responsibility:
 - a) the administration of trust funds which have been given or established for the use of the Congregation, and
 - b) the administration of the property of the Congregation.
- 3) Trustees hold the property in trust for the use of the Congregation, and for purposes approved by Executive Council and/or the Congregation, and for the support and maintenance of “public worship”.
- 4) The Trustees’ names are to appear on the Title Deeds in the Land Titles Office.
- 5) Trustees may sell, mortgage, exchange or lease the real property of the Congregation only with the consent in writing of the Regional Council or its properly empowered delegates.
- 6) Trustees are responsible for the renewal of mortgages for St. Thomas’ buildings and land, the maintenance of insurance on the buildings and their contents and are the signing authority for financial loans and contracts.

- 7) The Building and Property Team assumes the responsibility of keeping the property in good condition for the use of the Congregation.

3.07 Representatives to Regional Council

a) Regional Council Representative(s)

- 1) St. Thomas United Church is currently entitled to up to 4 Regional Council representatives because of the size of the Congregation:

0 – 100	Members	1 Representative
101 – 200	Members	2 Representatives
201 – 300	Members	3 Representatives
>300	Members	4 Representatives
- 2) One of the representatives is expected to attend Executive Council meetings and all are expected to attend Regional Council meetings

3.08 Congregational Meetings

a) Calling

- 1) All Congregational Meetings shall be called by the chair of the meeting, or the order of ministry called or appointed to the pastoral charge, or a pastoral charge supervisor (appointed by Regional Council) as per the Manual.
- 2) Meetings must be called by one of the above when they have received a request as per the Manual. The meeting must be called within 15 days of receiving the request (exception is for pastoral relations matters, as per the Manual).

b) Congregational Meetings

- 1) The members of the Congregation shall meet annually and more frequently if they deem it advisable.
- 2) At the Annual Congregational Meeting, the Congregation is responsible for:
 - a) electing a chair and a secretary for the meeting;
 - b) receiving the annual reports from Executive Council, Standing Teams and other groups in the Congregation (collectively, the “Annual Report”);
 - c) electing the Executive Council, Regional Council representatives and members of the Standing Teams;
 - d) approving St. Thomas’ financial statements for the preceding calendar year; and
 - e) approving St. Thomas’ annual Operating Fund budget for the current calendar year.
- 3) The Annual Report is to be printed and available to the Congregation prior to the Annual Congregational Meeting.
- 4) A Congregational Meeting must be held at least annually for the purpose of obtaining congregational input into long term planning objectives.

c) Quorum

- 1) A quorum at any Congregational Meeting is a minimum of 20 Full Members.
- 2) The above quorum applies so long as St. Thomas maintains a minimum of 100 Full Members on its members' list.

d) Notice

- 1) Notice shall be given for every Congregational Meeting. The notice for any Congregational Meeting shall specify its purpose.
- 2) If the purpose of the meeting is:
 - a) to call the Annual Congregational Meeting;
 - b) to consider the pastoral relationship;
 - c) to elect Trustees; or
 - d) to call special Congregational meetings regarding the approval of major expenditures,then the meeting shall be called by notice read during public worship or inserted in the printed order of worship of the Congregation, on each of the two preceding Sundays on which public worship is held. After notice has been read on the second Sunday, the meeting may take place on the next day (Monday) or on any day after that.
- 3) Meetings to deal with other matters shall be called by notice read during public worship or inserted in the printed order of worship of the Congregation, at least once before the meeting.

3.09 General

a) Fiscal Year: St. Thomas' fiscal year is the calendar year.

b) Signing Authority: All disbursements from St. Thomas' bank accounts require two authorized signatures, selected from a list approved by Executive Council.

c) Records

- 1) In as much as the records of St. Thomas' Executive Council, Trustees and the Congregation have historical and legal value, they shall be correctly kept and carefully preserved.
- 2) Church records belong to the United Church of Canada and ministers, officials, or other individuals may not alienate them or in any way assume personal control of them.
- 3) Records must be kept in accordance with procedures outlined in the Manual.

d) Amendments to these Bylaws

- 1) Notice of Motion to amend these Bylaws shall be made available by the Executive Council to the Congregation a minimum of two weeks prior to the date of the Congregational Meeting at which the amendment is to be presented.
- 2) A two-thirds majority vote is required for amendment to the Bylaws.

e) Effective Date and Amendments

- 1) These Bylaws, including amendments to these Bylaws, shall come into effect when approved by a two-thirds majority of those eligible to vote at a Congregational Meeting for which proper notice of such approval has been given.

3.10 Decisions by Email

- a) At the discretion of the Chair, decisions may be made by Executive Council between meetings by email voting in circumstances the Chair considers to be exceptional. The Congregation may not make a decision by email to appoint, remove or accept the resignation of Trustees.
- b) Executive Council email voting may be conducted only if every member of Executive Council has already provided Executive Council with an email address that ensures confidentiality.
- c) At the direction of the Executive Council Chair, the Secretary circulates a proposed decision and initiates a vote by email on it. The email must contain:
 - 1) the proposed decision and sufficient background information to inform the other members of Executive Council; and
 - 2) a specified time for replying to the email, allowing for at least 48 hours from the time that the email is circulated.
- d) The email must be circulated to all members of Executive Council, with all members' email addresses visible.
- e) Members may ask questions of clarification and offer comments by email, ensuring they are visible to all members.
- f) Members must vote by email, ensuring their vote is visible to all members. Members must vote in the affirmative or negative without any conditions.
- g) A member may object to making this decision by email, and if any two members so object, a meeting must be held in one of the other ways set out in the bylaws.
- h) Members may vote before the deadline and may change their votes up until that time.
- i) If the number of votes cast is less than the minimum number of members required to be present for a meeting, the decision is not approved.
- j) Following the deadline, the secretary must inform all members of Executive Council of the voting results by email.

The Secretary must include the proposed decision and the outcome of the vote in the minutes of Executive Council's next regular meeting.