

CANADIAN UNITARIANS FOR SOCIAL JUSTICE BYLAWS

1. INTERPRETATION

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

In these Bylaws, and all other bylaws of the Corporation, unless the context otherwise requires:

1.1 “Board” means the board of directors of Canadian Unitarians for Social Justice and “Director” means a member of the board;

1.2 “CUSJ” means Canadian Unitarians for Social Justice, also known as the Corporation;

1.3 “social justice” includes action to relieve oppression or abuse in relation to poverty and economic matters, environmental degradation, the human rights of individuals or peoples, grave breaches of peace and security, and other areas of social concern;

1.4 “Act” refers to the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

1.5 “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

1.6 “Executive Committee” refers to at least five members of the Board who are responsible for the day-to-day operations of the Corporation, and shall include the President, Vice President, Secretary, Treasurer and Membership Chair. All members of the Executive Committee are “Officers”;

1.7 “Chapters” are groups of CUSJ members in good standing that are formed to address issues of concern to the chapter, proceeding in accordance with Section 16;

1.8 “Members” and “persons” are not restricted to individuals;

1.9 “Regions” refers to the Atlantic, Quebec, Ontario, Prairies, and British Columbia regions;

1.10 “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.11 “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a special meeting of all members entitled to vote at an annual meeting of members;

1.12 “ordinary resolution” means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;

1.13 “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.14 “Bylaws” means these bylaws and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;

1.15 “teleconference” means any electronic connection for communication such as telephone, voice or video conferencing, including via the Internet;

1.16 In cases of doubt, in the conduct of meetings, reference may be made to Robert’s Rules of Order.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

2. SEAL

2.1 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

3. YEAR END

3.1 The financial year end of the Corporation shall be determined by the Board.

4. BANKING

4.1 The banking business of the Corporation shall be transacted at such credit union, bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer or designated Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

5. PURPOSES

5.1 CUSJ purposes are:

5.1.1 to develop and maintain a vibrant network of Unitarian social action and to pro-actively represent Unitarian principles and values in matters of social justice;

5.1.2 to promote peace and security, environmental protection, education, and literacy in keeping with the spirit of Unitarian values;

5.1.3 in particular to provide opportunities, including the publication of newsletters for Unitarians and friends to apply their religious, humanistic, and spiritual values to social action aimed at the relief of (1) poverty and economic injustice (2) discrimination based on religious, racial or other grounds (3) abuses of human rights whether of individuals or peoples (4) abuses of democratic process.

6. CONDITIONS OF MEMBERSHIP

6.1 Subject to the articles, there shall be one class of members in the Corporation.

6.2 Membership in the CUSJ shall consist of persons

6.2.1 who state support for the purposes, constitution, and Bylaws of CUSJ and who indicate a willingness to further the purposes of CUSJ;

6.2.2 whose membership application has been accepted by resolution of the Board or in such other manner as may be determined by the Board;

6.2.3 who have paid an annual membership fee, if one is set by the Board, or if no annual membership fee is set by the Board, who have made a financial contribution of record within the last fiscal year.

6.3 The Board may set annual membership fees, from time to time.

6.4 Members shall be notified in writing of the membership dues at any time payable by them. The Board shall establish a process of written reminders and remove unpaid members who have lapsed for more than one year.

6.5 Members in good standing are members who continue to support the purposes of the CUSJ and are not in arrears as to any membership fees.

6.6 Membership in the Corporation is terminated when

6.6.1 the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

6.6.2 a member fails to maintain any qualifications for membership described in Section 6.2 of these Bylaws;

6.6.3 the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation;

6.6.4 the member is expelled in accordance with Section 6.8 below or is otherwise terminated in accordance with the articles or Bylaws;

6.6.5 the member's term of membership expires; or

6.6.6 the Corporation is liquidated or dissolved under the Act.

6.7 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.8 The Board may suspend or terminate a membership of persons who fail to maintain membership in good standing, or

6.8.1 on evidence of egregious conduct by a member which may be detrimental to the Corporation as determined by the Board in its sole discretion;

6.8.2 on evidence of violation of any provision of the Articles, Bylaws, or written policies of the Corporation;

6.8.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

6.9 Where membership is terminated by the Board,

6.9.1 the process shall be governed by rules of procedure that conform to rules of natural justice and fundamental fairness, and

6.9.2 membership shall be terminated by special resolution passed by members at a duly constituted members' meeting.

6.9.3 the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

6.10 Each member in good standing is entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and to serve on Committees or the Board.

7. MEMBERS' MEETINGS

7.1 Members' meetings shall be in person or via teleconference.

7.2 Notice of the time and place of a meeting of members set by the Board shall be given to each member entitled to vote at the meeting by the following means:

7.2.1 by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

7.2.2 by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or

7.2.3 by using a publication of the corporation that is distributed to members entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

7.3 Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mail-in or electronic ballot if the Corporation has a system that:

7.3.1 enables the votes to be gathered in a manner that permits their subsequent verification, and

7.3.2 permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

7.4 Notice of any meetings shall include notice of any resolutions that may be presented and sufficient information to allow members to make reasonable decisions thereupon, as well as whether proxy voting is permitted.

7.5 Agenda items at the annual meeting shall include constitutional and bylaw amendments, if any; report from the President, annual reports relating to finances, membership, publications, and activities; election of officers and other necessary business.

7.6 An error or omission in giving notice of any meeting shall not invalidate the meeting or void proceedings. Members may waive the required notice at any such meeting and validate or ratify any and all proceedings taken thereat.

7.7 A Special Meeting may be called by the President or the Board at any time to deal with matters needing the urgent, immediate attention of the general membership.

7.8 Five per cent (5%) of members in good standing and representing at least three regions, may, in writing, request the Board to call a Special Meeting to deal with specified matters requiring the urgent and immediate attention of the general membership.

7.9 At members' meetings a quorum shall consist of ten percent (10%) of the membership in good standing, including Executive members, present in person or via electronic means. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.10 Members have equal voting privileges at meetings and unless the Act or Bylaws provide otherwise, each member may cast but one vote.

7.11 The Board may provide for proxy voting by members in good standing at general meetings. In no circumstance, however, shall a member act as proxy for more than one member, and the proxy vote holder shall submit written authorization to so act. The notice of meeting shall contain a reminder of proxy rights.

7.12 At general meetings, at the direction of the chair or by resolution of the membership present and voting, a particular vote may be by secret ballot.

7.13 Unless otherwise provided in the Act or Bylaws, ordinary resolutions are passed on receiving a majority of the vote. In case of a tie vote, the chair casts the deciding vote.

8. BOARD OF DIRECTORS

8.1 The President, Vice President, Treasurer, Secretary, and Membership Chair and up to 13 Directors at Large shall be elected at the annual meeting.

8.1.1 If the Editor of JustNews is not also an officer or Director at Large, she or he will be entitled to attend Executive and Board meetings, but shall not count as part of the quorum.

8.1.2 One additional Director at Large between the ages of 18 and 35, inclusive, may be elected to the Board at an annual meeting, or appointed, should no sitting or nominated Board Member fall within this age bracket.

8.2 To ensure a degree of regional representation, at least one Director shall be from each of the five regions: Ontario, British Columbia, the Prairie Provinces, Quebec, and the Atlantic Provinces.

8.3 Board members shall be elected for two-year terms.

8.4 In the event of a vacancy on the Board, the Board may appoint a Director to fill such position for a term expiring not later than the close of the next annual general meeting of members.

8.5 A Director's office is vacated upon that Director's resignation, bankruptcy, incapacity to act, or death, or upon his/her removal from office by Special Resolution as provided in the Bylaws.

8.6 Where a Director is unable to carry on due to incapacity, the Board, by unanimous motion, may declare the Director's position to be vacant.

8.7 Retiring Directors shall remain in office until the adjournment of the meeting at which the successor is elected.

9. BOARD MEETINGS

9.1 The Board shall meet monthly or at such other regular interval as the Board may determine for the effective discharge of CUSJ business.

9.2 Directors are entitled to at least 48 hours telephone or electronic notice of such meetings, provided, however, that such due notice can be waived.

9.3 The Board may meet in person or by teleconference as determined by the President with the approval of the other Directors.

9.4 Where Board meetings are by way of teleconference, they shall follow a protocol ensuring that each Director has been consulted in advance and has consented to the proposed format, ensuring that each person on the call has equal access to the technology, that a reasonable time allotment permits each Director to communicate adequately, that the Secretary, or designate, ensures and duly records that all parties have due notice of the call, that a quorum is met, that due notice is given of the agenda and of relevant information, and the results of votes or other important expressions of opinion.

9.5 In the conduct of Board business, voting shall not be by proxy or mail in ballot.

9.6 For the purpose of Board meetings, a quorum consists of a majority of Board members.

10. OFFICERS AND OFFICIAL RESPONSIBILITIES

10.1 The Officers shall include the President, Vice-President, Secretary, Treasurer, and Membership Chair.

10.2 Officers are Board Members and are bound by all of the provisions of Section 8.

10.3 The President shall have the following powers and responsibilities:

10.3.1 To represent CUSJ in all dealings with the public

10.3.2 To chair all general meetings of CUSJ and its Board

10.3.3 To interpret the Bylaws

10.3.4 To perform such other duties and attend such other meetings as may from time to time be deemed expedient by the Board

10.3.5 From time to time, upon consultation, to delegate specific responsibilities, to other members of the Board

10.3.6 To ensure that the orders and resolutions of the Board are carried into effect.

10.4 The Vice President, as deemed necessary in the absence of the President, assumes and discharges the duties of the President and carries out such further duties that the Board may assign at any time.

10.5 The Secretary shall

10.5.1 Keep safely the Corporation's records, documents correspondence, and seal

10.5.2 Give notice of all meetings, attend at and keep an accurate record of proceedings at general meetings, and Board and Executive Committee meetings

10.5.3 Take charge of corporation correspondence and keep the Board informed as to such correspondence

10.5.4 Carry out such other duties as may be assigned by the Board or Executive Committee.

10.6 The Treasurer shall

10.6.1 Take secure custody of all of the Corporation's funds, accounts and financial records

10.6.2 Maintain accurate records of all income and expenditures

10.6.3 Report regularly to the President, the Board, and the membership

10.6.4 Prepare and deliver an annual report

10.6.5 Open and maintain all necessary bank accounts

10.6.6 Discharge such other responsibilities as the Board or Executive Committee may deem necessary.

10.7 The Membership Chair shall

10.7.1 Maintain an accurate and up to date list of members in good standing

10.7.2 Co-operate with the editor of JustNews, or other newsletter, in facilitating a mail out to members

10.7.3 Develop and promote a plan for membership growth

10.7.4 Report regularly to the President, the Board, and the membership, including a written annual report at the annual general meeting

10.7.5 Carry out such other duties as may be assigned by the Board or Executive Committee.

10.8. Directors at Large shall liaise with the general membership and ensure that their interests are communicated to the Board and Executive Committee, attend such general meetings or Board or Executive committee meetings as may be expedient, either in person or by telephone conference, and carry out such other duties as the Board may assign.

11. COMMITTEES

11.1 The Board may set up such committees as may be expedient in furthering the objects of the Corporation. The Directors shall, by resolution, set terms of reference, including delegated powers and assigned responsibilities for any such committees, and allocate prudent budgetary resources as needed.

11.2 Committee members may withdraw from Committee work by resignation in writing to the Secretary. The Board at all times retains the power to remove a Committee member and name a replacement.

11.3 Where the Board establishes a committee to publish a newsletter,

11.3.1 the Board may name the editor

11.3.2 the editor shall enjoy editorial independence

11.3.3 the editor shall recruit an editorial advisory group to assist in developing a publications policy, assist in the work of publication, and to advise the Board from time to time.

12. EXECUTIVE COMMITTEE

12.1 The Executive Committee shall exercise such powers as the Board authorizes.

12.2 Meetings of the Executive Committee may be at such places and times as the President may determine for the effective conduct of corporation business. Such meetings may be in person or by electronic means.

12.3 Members of the Executive Committee are entitled to at least 48 hours notice of any meeting; however, the Committee may waive notice requirements, and failure to abide by due notice requirements does not invalidate proceedings or prevent any ratification of any such proceedings.

12.4 A quorum of four is set for meetings of the Executive Committee.

13. SIGNING OFFICERS

13.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by signing Officers of the Corporation.

13.2 The signing Officers for the Corporation shall be up to four members of the Executive Committee, or their designates, of whom any two must sign to transact any Corporate bank procedure.

13.3 Signing authority for any document, instrument, form, or type of document as required by business or under statute lies with the President or person delegated by the Executive Committee.

14. NOMINATIONS AND ELECTIONS

14.1 A Nominations Committee shall consist of two to five people, serving for two years each. To provide for continuity, two members shall be elected at one annual meeting, and three at alternate meetings. The Board may fill any vacancy on the Nominations Committee and such person or persons shall serve until their replacement is elected at the annual meeting.

14.2 The Nominations Committee shall prepare a nominations report calling for further nominations from the floor, conducting the vote by secret ballot, and reporting the result of the vote to the Chair at the annual meeting.

15. REPRESENTING CUSJ

15.1 The President speaks for the Corporation and no other person shall conduct actions on behalf of the Corporation or purport to represent the views of the Corporation except with the prior permission of the Board or Executive Committee.

16. CHAPTERS

16.1 The Board may authorize local chapters to advance the work of the Corporation in accordance with the Bylaws.

16.2 Admission to membership, however, shall remain with the Board, as well as the conduct of all business of an inter-regional, national, or of global significance.

16.3 The Board shall provide guidelines for the creation and disbandment of chapters.

16.4 Chapters must make clear that they speak in the name of the chapter, not the Corporation, unless their position is already CUSJ policy, or has received prior written approval from the Board.

17. BORROWING POWERS

17.1 Authority to exercise Board borrowing powers shall be by special resolution at a general meeting of the membership except that a general meeting of the membership may authorize the Board or the Executive Committee to borrow up to a specified amount during an operating year without requiring further approval from the membership.

18. AMENDMENT OF BY-LAWS

18.1 Pursuant to subsection 197(1) (Fundamental Change) of the Act, and further, a special resolution of the members is required to make any amendment to the Bylaws.

20. WIND UP

20.1 In accordance with the Bylaws and the Articles, upon dissolution or wind up of the Corporation, any assets remaining after satisfaction of all debts and liabilities shall be transferred to a Canadian Unitarian organization pursuing like objects.