

## **By-law No. 1**

### **General By-law of the Board of Management of the Church of the Redeemer**

#### **1. Board of Management**

The Board of Management is established in accordance with and under the authority of Canon 25 of the Constitution and Canons of the Incorporated Diocese of Toronto ("Canons"). The board shall generally manage the business and affairs of the Church. Except as provided herein, the Board shall have all the powers, shall carry out all the duties and be subject to the qualifications of Church wardens appointed under Canon 15 of the Canons.

#### **2. Members of the Board**

The Board shall consist of from eight (8) to twelve (12) members as well as the Incumbent and the Chair of the Advisory Board all of whom shall be voting members of the Board. Prior to the annual Vestry meeting the Board shall determine by resolution the number of members, from eight (8) to twelve (12) to be elected at the annual Vestry meeting. The members shall be and shall remain communicant members of the Church throughout their term of office.

#### **3. Election of Members**

The members of the Board shall be elected at the annual Vestry meeting and the term of office of each member shall be from the date on which the member is elected or appointed until the close of the next annual Vestry meeting.

#### **4. Resignations and Vacancies**

The resignation of any member of the Board shall be in writing, addressed to the Chairperson of the Board. In the event of a resignation of a member of the Board, the Board shall at its next meeting appoint a successor in the member's place to hold office until the next annual Vestry meeting.

#### **5. Election of Officers**

The Board shall at its first meeting, after the annual Vestry meeting or oftener as may be required, elect from amongst its number a Chairperson, Vice-Chairperson, Treasurer, Secretary and two (2) Churchwardens. A member who is elected Chairperson, Vice-Chairperson, Treasurer or Secretary may also be elected as a

Churchwarden. Each officer shall continue in office until the earlier of the members' resignation or the close of the next annual Vestry meeting.

## **6. Appointments**

The Board may from time to time appoint such other person(s) and committee(s) as it shall deem appropriate who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. The Board shall appoint and shall from time to time fix the terms and conditions of employment of the Incumbent, other clergy, the Organist, the Vestry Clerk and other staff of the Church.

## **7. Chairperson**

The Chairperson shall when present preside at all meetings of the Board. The Chairperson shall submit a report on behalf of the Board, annually, to the Executive Committee of the Diocese following its prior submission to and approval by the Board.

## **8. Vice-Chairperson**

If the Chairperson is absent or is unable or refuses to act, the Vice-Chairperson of the Board shall, when present, preside at all meetings of the Board and Executive Committee.

## **9. Treasurer**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Church in proper books of account and shall deposit all money or other valuables in the name and to the credit of the Church in such banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Church under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof of whenever required an account of all transactions as Treasurer and of the financial position of the Church. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

The Treasurer shall present a financial report for the previous calendar year to the annual Vestry meeting. This report shall include a certificate of the auditors appointed by the Vestry. The Treasurer shall also present to the annual Vestry meeting a budget of the financial requirements for the current year. The financial report and the budget shall be presented to the Board for its prior review and approval.

## **10. Secretary**

The Secretary shall record minutes of all proceedings in the books kept for that purpose. The Secretary shall cause all notices required to be given members of the Board. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Church and shall perform such other duties as may from time to time be determined by the Board.

### **11.Churchwardens**

The Churchwardens are a corporation under the Church Temporalities Act in accordance with section 3 of the Canon 15.

### **12.Meetings**

Board meetings may be held at such times and at such places as the Board from time to time determines. A meeting of the Board may be convened at any time by the Chairperson or any two (2) members.

### **13.Notice**

Notice of meetings of the Board shall be sent to each member not less than two (2) clear days before the date of the meeting. Notice in the Sunday service bulletin shall be deemed to be notice to all members of the Board. Meetings of the Board may be held at any time without formal notice if all the members are present or those absent have waived notice or have signified their consent in writing or by telephone to the meeting being held in their absence. A Board meeting may also be held without notice immediately following the annual Vestry meeting.

### **14.Quorum**

A majority of the members of the Board constitutes a quorum for the transaction of business.

### **15.Voting**

Questions arising from any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chairperson has a second or casting vote.

### **16.Documents**

All contracts, documents, including banking papers on behalf of the Board shall be signed by the Chairperson and the Treasurer or such other members of the Board as are delegated by the Board.

### **17.Delegation**

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

Board may delegate all or any of the powers of such officer to any other officer or to any other member for the time being.

### **18.Executive Committee**

- a. There shall be an Executive committee of the Board to be composed of the Chairperson, Vice-chairperson, Treasurer, Secretary and Incumbent. A member shall upon ceasing to be a member of the Board, cease to be a member of the Executive Committee.
- b. The Board delegates to the Executive Committee any powers of the Board except such powers as must be exercised by the Board and any powers specifically withheld from the Executive Committee by resolution of the Board.
- c. Unless otherwise fixed by the Board a quorum of the Executive Committee will consist of a majority of its members. No business shall be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.
- d. The meetings of the Executive Committee shall be governed by the provisions of the By-Laws for regulating meetings of the Board in so far as applicable thereto and where not superseded by any regulation of the Board.
- e. The Chairperson of the Board shall be the Chairperson of the Executive Committee.
- f. The Executive Committee may invite others to attend its meetings to take part in any discussion of matters before it.
- g. Meetings of the Executive Committee may be convened at the direction of the Chairperson of the Executive or by any two members thereof
- h. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it and which minutes shall be submitted as soon as possible to the Board.
- i. Every act and decision of the Executive Committee is subject to revision, rescission or alteration by the Board provided that the rights of third parties are not thereby prejudiced.

## **19.Approval and Confirmation of By-Laws and Amendments to By-Laws**

The provisions of this by-law or any amendments to this by-law shall come into effect upon the passage of a motion for their approval by a majority of votes at a meeting of the Board. The by-law and any amendments to the by-law must, following their approval by the Board, be presented to the next annual Vestry meeting for confirmation with or without amendments upon motion by a majority of votes. In the event that the by-law or any amendments to the by-law is not so confirmed by the annual Vestry meeting, the by-law or amendment to the by-law, as the case may be, shall thereafter have no force or effect.

Note: The by-law, as amended, was confirmed by resolution of the Annual Vestry Meeting on February 21, 1988

### **By-law Number 1, Section 6 – Unamended:**

#### **6. Appointments**

The Board may from time to time appoint such other person(s) and committee(s) as it shall deem appropriate who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. The Board shall appoint and shall from time to time fix the terms and conditions of employment of the Incumbent, other clergy, the Organist, the Vestry Clerk and other staff of the Church.

#### **As Amended:**

The Board shall appoint the organist, the vestry clerk and other staff of the Church and shall from time to time fix their condition of employment and those of the Incumbent and other clergy. The Incumbent shall, prior to the nomination of an assistant curate, consult with the Board.

### **By-law Number 1, Section 20 – New:**

#### **20.Sunset Clause**

##### **I. Provisions Governing 1989 and Subsequent Years**

Any member who is elected to the Board at the Annual Vestry meeting in 1989 or in subsequent years shall be eligible to be elected as a member of the Board in no more than five consecutive elections after the year of the member's first election.

Where any parishioner, whether or not that parishioner has previously been a member of the Board, is not elected as a member of the Board at an Annual Vestry meeting by virtue of this clause or otherwise, that parishioner shall otherwise be eligible for election at any subsequent Annual Vestry meeting and, if elected in any year, shall remain otherwise eligible for re-election at the next five

consecutive elections following the parishioner's original election to the Board.

II. Transitional Provisions

The Board shall provide by resolution for transitional provisions to give effect to the intent of this clause.

III. Appointments

The rules governing appointment of members to fill vacancies shall be governed by analogy to the provisions to this clause.

IV. Incumbent

This clause has no application to the Incumbent