

# WINDERMERE VALLEY SHARED MINISTRY

## CONSTITUTION AND BYLAWS

*(updated Nov. 28, 2012)*

### PREAMBLE

We, the Parish of Windermere (Anglican Church) and the Windermere Valley Pastoral Charge (United Church) who have the approval of our respective Church bodies, recognize the advantages of working together in a common community of faith in order to be true to our Lord Jesus Christ in worship, witness, learning, service and support, do join together as a Christian community and pledge ourselves to be governed by the provisions of this covenant.

### NAME

This common community shall be known as:

***WINDERMERE VALLEY SHARED MINISTRY (WVSM): currently consisting of the congregations of All Saints', Edgewater; Christ Church Trinity, Invermere; and St. Peter's, Windermere.***

### OBJECTIVES

As members of Windermere Valley Shared Ministry, we are committed to building our community of faith, as part of the body of Christ, through worship, witness, learning, and service. Our church, being representatives of Christ, as individuals and as a Christian community, always embracing our governing Churches' mottos to respect unity and diversity, will seek to serve not only our own members, but to be of service to the community in which we live, as well as the broader world.

### MISSION STATEMENT

To be followers of Jesus, with a commitment to an inward journey of deepening our relationship with God, and an outward journey of Mission and Service.

### REGULATIONS CONCERNING SHARED MINISTRIES

WVSM shall operate within the guidelines of the "Regulations Concerning Shared Ministries" adopted by Kootenay Presbytery and the Diocese of Kootenay.

### MEMBERSHIP

1. All Christians who desire to participate in the life of this ministry and declare themselves in essential agreement with the terms of this covenant shall be members.
2. To be an elector (voting member), each person shall; commit themselves to God and the life and work of this community of faith by sharing time, talent and financial resources.

### COUNCIL

1. The affairs of WVSM shall be managed by a Council. The Council shall be comprised of:
  - Chair (non voting except tie vote)
  - Vice-Chair
  - Secretary

- Treasurer
  - Convenor of each Standing Committee
  - Clergy
  - Anglican Regional/Synod Delegate
  - United Presbytery/ Conference Delegate
2. All positions on Council are for a two (2) year term and all Council members may be re-elected for two (2) additional terms at which time must take a minimum one (1) year sabbatical from Council.
  3. The term of office of all Council members shall commence on the day immediately following the Annual Congregational Meeting.
  4. Each Council member shall:
    - a. receive a copy of the bylaws immediately upon appointment.
    - b. comply with the bylaws, operating procedures and any other regulations relating to the operation and management of the church.
    - c. submit reports at least quarterly.
  5. Responsibilities:
    - a. to provide leadership in the expression of Christian care and concern within the congregation and encourage and assist in the fulfillment of Christ's ministry to the world.
    - b. to provide leadership in determining the total program of the congregation.
    - c. to define policy consistent with the will of the congregation.
    - d. to allocate duties or areas of responsibility to the appropriate Committee.
    - e. to create such "Ad Hoc" Committees as is deemed necessary to deal with any matter which is not the responsibility of any one Committee.
    - f. to communicate with members of the congregation through regular verbal or written communication.
  6. The Council shall hold a minimum of six (6) meetings per year.
  7. A quorum shall be six (6) members of Council.
  8. The Council shall have the right to reverse a decision made by a Committee when the decision is considered not to be in the best interests of the life of the congregation.
  9. Voting by proxy is not permitted.
  10. With the exception of the Chair, Vice-Chair and Clergy, all other Council members may have an alternate present at Council meetings in their absence.
  11. All members of the congregation are welcome to attend the Council meetings and, with recognition from the Chair, may ask questions. Any member of the congregation who wishes to address a Council meeting must obtain prior permission from the Chair and identify the substance of the presentation.

12. Except where otherwise provided in these bylaws, all matters of procedure at any meeting shall be decided in accordance with Roberts Rules of Order.

### **NOMINATING COMMITTEE**

1. The Nominating Committee shall consist of either the Chair or Vice-Chair of Council and up to three (3) members of WVSM, who are approved by Council.
2. Members of the Nominating Committee may hold other offices on the Council.
3. After the Nominating Committee has submitted its slate of candidates and has been dissolved; members of the Nominating Committee may be nominated for a Council position.
4. The responsibilities of the Nominating Committee shall be:
  - a. to select and recommend to the Annual Congregational Meeting the nominations for the following positions:
    - Council Chair
    - Council Vice-Chair
    - Council Secretary
    - Convenors for the following Committees:

Administration	Ministry and Personnel
Community Care	Spiritual Practice
    - Board of Trustees – a minimum of four (4) members
    - Anglican Regional/Synod Representatives – 1 *must be a member of the relevant church*
    - United Presbytery/Conference Delegates – 1 *must be a member of the relevant church*
  - b. to post the nominations 3 weeks prior to the date of the Annual Congregational Meeting.
  - c. nominations will be accepted from the floor at the Annual Congregational Meeting and will require a nominator and a seconder. The proposed nominee must be in attendance at the meeting or indicate his/her willingness to stand for election in writing.

### **MANAGEMENT OF COUNCIL AFFAIRS**

1. The activities and affairs of the Council shall be carried out with the purpose of creating a Christian presence in the community.
2. The Council shall maintain bank account(s) in the name of WVSM with a chartered bank, credit union, or trust company for the deposit of funds. The signing authority for the disbursement of these funds shall be any two (2) of the following: Chair, Vice- Chair, Clergy, Treasurer and one (1) member of the Administration Committee. Signing authorities shall not be related by blood or marriage.
3. Subject to consultation with the Diocese and Presbytery, the properties and affairs of the Council shall be managed by the members with respect to the assets, liabilities, revenues, and expenditures of the Council. The members shall manage the facilities and all programs which the Council provides, and may make rules and regulations governing their operations

which are not inconsistent with the provision of these bylaws, the regulations of the Diocese and Presbytery, or any statute or regulations passed hereunder.

4. The Council must, where practical, obtain and review tenders or competitive quotations for non-budgeted items before entering into contracts for the purchase of materials, consultant services, supplies, equipment, and construction or repair services.
5. Authorized signing authorities must not enter into a contract under subsection 4 which will cost more than the limit set by resolution of the Council, except on written authority of the Council. Such authority shall not be given until tenders or competitive quotations have been secured and reviewed by the Council.
6. Members of Council, in exercising their powers and performing their duties, will:
  - a. act honestly, in good faith and in the best interests of the congregation, and
  - b. exercise the care, diligence and skill of reasonable, prudent persons.
7. Generally a conflict of interest is deemed to be a situation in which a member:
  - a. has a direct interest in any existing or proposed contract or other transaction with the Council.
  - b. by virtue of personal or family relationship may be seen to be in a position which may conflict with a duty or interest of a member.
  - c. Clergy must be present during vote.

The Council member shall be required to declare the nature and the extent of any conflict of interest and shall not be present during discussion or vote.

8. The Council is basically a planning and steering group and shall make final decisions on recommendations presented by the Committees.
9. The Council has the power to reverse the decision of any Committee, but should only do so when a Committee decision is in clear contradiction of the best interest of the congregation.
10. The Council will review and authorize expenditures by any Committee that are not accounted for in the budget.
11. The Council shall be consulted before fund-raising events are planned.
12. The Council may recommend candidates suitable for ministry or professional service in the church.
13. Council shall fill, by appointment, all Council vacancies.

## **DUTIES**

1. The Chair shall:
  - a. preside over all meetings of the Council and congregation.
  - b. prepare meeting agendas, after consultation with the Executive.

- c. be an ex-officio member of all Committees.
  - d. ensure that the Annual Report is completed 2 weeks before the Annual Congregational Meeting.
2. The Vice-Chair shall:
    - a. in the absence of the Chair, possess all the powers and perform all the duties of the Chair.
    - b. be a member of the Administration Committee.
    - c. Serve as a liaison to Council for all the Standing Committees.
  3. The Secretary shall:
    - a. conduct the correspondence of the Council.
    - b. ensure notices of meetings of Council are issued to Council members and the congregation.
    - c. ensure that full and accurate minutes are kept for all Council meetings and are filed in the Church office.
  4. The Treasurer shall:
    - a. keep such financial records, including books of account, as are necessary to comply with various authorities.
    - b. ensure that full and accurate records are kept of all transactions.
    - c. make a written annual report which shows the financial condition of the church and the results of its annual operation.
    - d. ensure that other financial reports which the Council requires are prepared and presented.

### **EXECUTIVE COMMITTEE**

The Executive Committee shall be comprised of: the Chair, Vice-Chair, Administration Committee Convenor and the Clergy. Executive Committee members shall not be related by blood or marriage. The Executive Committee shall meet as required to consider those matters which necessitate immediate attention and which do not fall within the terms of reference of any other Committee. In addition, the Executive Committee may:

- a. authorize the expenditure of a maximum of \$500.00 for non-budgeted items.
- b. set agendas, meeting dates and other dates of significance to WVSM.
- c. appoint an envelope secretary who shall maintain records of individual commitments and contributions; and issue receipts for income tax purposes.
- d. establish "Ad Hoc" Committees when deemed necessary.
- e. in consultation with the Ministry and Personnel Committee supervise and support the administration staff.
- f. foster positive relationships between employees and members of the congregation.

All other concerns are directed to the appropriate Committee for evaluation & recommendations.

### **THE CLERGY**

#### 1. Qualifications

The Clergy shall be a person whose soundness of faith, aptness to teach, and educational background have been examined and approved by the denomination of which he/she is a

member; who has been ordained or is qualified to be ordained and who is in good standing in his/her church and adheres to its principles.

## 2. Appointments

The procedure of appointment will be in accordance with the “*Regulations Concerning Shared Ministries*” document.

## 3. Relationship to Council

The Clergy shall be a member of the Council and all Committees, except Ministry and Personnel.

## 4. Installation

As soon as practical, after entering into his/her duties, the Clergy of the congregation shall be duly installed by the proper body of the denomination of which he/she is a member, along with representatives from the other denomination.

## 5. Remuneration

In order that the Clergy may devote himself/herself fully to the duties of his/her office, he/she shall receive a fair and adequate salary to be initially negotiated with the Executive Committee. Such salary shall be within the guidelines established by the denomination of which he/she is a member.

## 6. Resignation

When the Clergy desires to resign his/her period of service, he/she shall submit his/her resignation by following his/her denominational policies.

## 7. Vacancy

At the time of a vacancy, the Council shall request the Spiritual Practice Committee to make arrangements to provide the necessary services, and consult the respective denominational authority regarding the possible appointment of an interim minister.

## **BOARD OF TRUSTEES**

1. All land, premises and property acquired for the use of WVSM shall be held, used and administered under the Co-ownership agreement and Declaration of Trust document established between The Diocese of Kootenay and Kootenay Presbytery in January 1998.
2. A Board of Trustees shall be established to discharge such duties and exercise such powers, as set out in the various Trust Agreements and as identified in the Anglican Canons and the

United Church Manual. The Trustees shall obey all lawful orders and directions respectively of the Council, the Diocese or the Presbytery.

3. The members of the Board will be appointed by Council and will consist of 2 members of the Anglican Church, 2 members of the United Church and the Chair of Council. The Clergy shall be an ex officio member of the Board.

## **COMMITTEES**

1. There will be four (4) Standing Committees with each Committee consisting of not fewer than three (3) members of WVSM.
2. The Committees shall be responsible to the Congregation through the Council.
3. The Committees shall be governed in their actions by the Church Bylaws.
4. Each Committee is expected to meet a minimum of four (4) times per year and to keep minutes of all meetings.
5. Each Committee is expected to submit to Council a written Annual Report and periodic reports following committee meetings.
6. No member shall convene more than one Committee.
7. All Committees should seek input from the full spectrum of the Congregation.

## **Administration**

To include the Convenor, the Treasurer and at least three (3) other members

- Purpose - ensure proper maintenance of church buildings, grounds and equipment
- make recommendations for major repairs of church property to Council and establish priorities to expedite work in an orderly manner
  - ensure that adequate fire and liability insurance coverage is in place on all properties
  - arrange for periodic fire and safety inspections
  - oversee bookings of the church facilities by outside parties, establish procedures to be followed and ensure collection of rent
  - review and, if deemed warranted, recommend changes to rental rates for use of church facilities
  - maintain up-to-date operations and maintenance manuals of church and manse/rectory systems
  - in event of the rental of manse/rectory, to recommend rental rate, oversee advertisement, lease negotiations, etc.
  - supervise the janitorial services
  - prepare annual budget in consultation with other Committees
  - administer budgetary control by review of all disbursements

- maintain records to report financial performance and prepare statements for presentation to Council
- maintain systems of accounting control for the receipt and disbursement of funds
- arrange and administer debt financing as approved by the Council and/or congregation
- arrange for the counting and depositing of funds
- analyze trends and goals in order to propose effective budgeting and monthly cash management
- develop and implement plans to carry out the basic theme of time, talent and treasure stewardship
- arrange the raising of required funds, including special appeals
- provide opportunities for stewardship education

### **Community Care**

To include the Convenor and at least four (4) other members

Purpose - organize and provide events that will encourage fellowship, i.e. picnics, potluck suppers, auction nights, etc.

- arrange for social interaction that responds to the seasons and the life of the church
- maintain the Sunday post-worship coffee fellowship
- promote, educate, and encourage support for Mission and Service and the Primate's World Relief and Development Funds
- consider local, national and international concerns, make recommendations, and arrange social action programs to fulfill concerns for community and world needs
- engage with social agencies seeking to meet the needs of the community
- visit and welcome newcomers to the congregation
- follow-up on members who are inactive
- promote acceptance of diversity

### **Ministry and Personnel**

To include the Convenor and a minimum of two (2) members

*Note 1: The Convenor of this Committee should possess:*

- i. good interpersonal communication skills*
- ii. a good understanding and appreciation for the ways of both denominations*
- iii. an ability to be actively supportive of staff members while also being able to gently challenge when appropriate*

*Note 2: The Clergy may appoint one member to this Committee and he/she will be the Vice-Convenor of this Committee.*

Purpose - provide a consultative and supportive agency for the congregation, Clergy and other staff members



- review working conditions, salary levels and benefits of paid staff members and make appropriate recommendations to the Administration Committee and Council each year prior to budget preparation
- foster positive relationships between employees

### **Spiritual Care**

To include the Convenor, Sunday School representative, choir representative and a minimum of two (2) other members. When the Clergy is Anglican the Convenor should be United. When the Clergy is United the Convenor should be Anglican.

- Purpose
- plan workshops, study and support groups to promote Christian growth.
  - to work with the Clergy to:
    - ensure arrangements are made for the preparation of order of service, pulpit supply and lay participation
    - provide opportunities for education around Christian worship
    - ensure an environment conducive to worship is maintained (i.e. appropriate banners, hangings, decorations and furnishings) in the Sanctuary and Chapel
    - maintain such statistical records of services as are required
    - maintain a roll of members
    - arrange for the musical component of worship
    - arrange welcoming, ushering and offering collection

### **AD HOC COMMITTEES**

The Council may appoint Ad Hoc Committees for specific purposes in areas not covered by other Committees and for a specific time frame. The Council may also appoint the Convenor of such Committees. The Convenors of Ad Hoc Committees are expected to attend Council meetings and to submit monthly reports. Convenors of Ad Hoc Committees may only vote on those matters that they represent.

### **FINANCING**

1. The Council is not authorized to mortgage, sell, lease, transfer or change the use of the real or personal property operated by the Council without having obtained the approval of the congregation and, where necessary, the approval of the Diocese and/or Presbytery.
2. The Council may not borrow or secure the payment of monies for capital expenditures in excess of \$5,000.00 without the approval of the congregation.
3. The Council is not permitted to borrow in excess of \$5,000.00 for the purpose of meeting current operating expenses without advising the congregation. The total outstanding indebtedness so created by the Council shall at no time exceed the limit that may be specified from time to time to the congregation.

### **INSPECTION OF BOOKS AND RECORDS**

Any church member who wishes to inspect the records of the Council shall apply in writing to the Secretary. Upon receipt of the application, the Secretary shall immediately bring the same to

the attention of the Council which shall cause the books to be made available for inspection at such time and place which is reasonably convenient for all concerned; in any event no more than thirty (30) days from the date the Secretary received the application. The provision of this bylaw shall apply only to:

- a. records related to financial transactions of the Council
- b. the minutes of all meetings of the Council, but excluding matters concerning:
  - i. employees
  - ii. any other matters deemed confidential by the Council.

### **CONGREGATIONAL MEETINGS**

1. The Council shall convene an Annual Congregational Meeting once in every calendar year as early as possible following the last day of December.

The agenda for the Annual Congregational Meeting shall include:

- a. presentation of the financial statements
  - b. proposed budget for ensuing year
  - c. the annual report of Council
  - d. details of the current year's operating and capital expenditures
  - e. Nominating Committee report
  - f. election of Council members
2. If any ten (10) members of the congregation petition the Council in writing then the Council shall be required to call a congregational meeting. The petition must identify the purpose for calling such a meeting.
  3. The Council may call congregational meetings at any time for the purposes of conducting major business transactions or other matters that affect the life of the congregation.
  4. Notice of all congregational meetings shall be provided in the church bulletin and from the pulpit identifying date, time and place as well as the purpose of the meeting not less than fourteen (14) days prior to the meeting.
  5. A quorum for a congregational meeting shall constitute thirty (30) members. Congregational meetings without a quorum shall be deemed information sharing only.
  6. Congregational meetings shall be presided over by the Chair or the Vice-Chair of Council.
  7. All members are entitled to one vote.

### **AMENDMENTS TO THE BYLAWS**

All changes to these bylaws must be approved by a majority vote of the congregation at a meeting duly called as provided in these bylaws. Any changes duly approved by the congregation will only become part of these bylaws after being reviewed by the Diocese and Presbytery and they will have two (2) months to respond.