

**ST STEPHEN'S COLLEGE  
EDMONTON, ALBERTA**

**BY-LAWS**

[Approved July 24, 2017]

These by-laws are drawn under the authority of 'An Act to Incorporate St Stephen's College', an Act of the Legislature of the Province of Alberta of 2 April 1927; 'An Act to Amend an Act to Incorporate St Stephen's College' of 1968; and by action of The United Church of Canada 20 November 2006.

## **I PURPOSE AND OBJECTS OF ST STEPHEN'S COLLEGE**

The *Purpose* of St Stephen's College (hereinafter The College) is to maintain and conduct an academic institution specializing in theological education which offers for-credit degree, diploma and certificate programs and not-for-credit educational opportunities for the wider community.

As a theological College which stands within the Christian tradition but which is both ecumenical and interfaith, we believe that study and integration in all areas and for all persons is fundamental and necessary both for individual transformation and for the shaping of the society in which we live. Therefore, to achieve the *Purpose*, the *Objects* of St Stephen's College are:

- to serve as a centre for theological inquiry which is situated within a network of partnerships local, national and international; and which seeks to discern new ways of doing theological education which is both rigorous and creative;
- to foster a college community which nourishes and encourages the personal and spiritual formation of seekers of all faith traditions;
- and, thereby, to equip the members of our communities to exercise their own unique ministries in a continuously changing world.

## **II CHANCELLOR**

The Chancellor is the titular head of the College. In this capacity the role of Chancellor is to represent the College to the external community, and the external community to the College; as well as carrying out other supporting duties.

## **III BOARD OF GOVERNORS**

### **1) Function of The Board**

A Board of Governors (hereinafter The Board) shall be created to provide for the proper management and administration of The College in accordance with the requirements of the legislative Act.

In fulfilment of this function The Board shall have the power to enter into agreements and working relationships with other theological institutions, and other associations, organizations or bodies with Purpose and Objects in sympathy with those of The College.

The Board shall appoint a named Principal who shall be responsible to The Board, and such supporting teaching faculty and administrative staff as are required to carry out the Purpose and Objects of The College and shall determine their duties, remuneration and working conditions.

The Board shall appoint such committees or sub-committees (standing or temporary) for any purpose required to accomplish the objectives of The College and shall define their terms of office and terms of reference.

The Board shall ensure that all actions are taken with due regard for the laws of the Province of Alberta and Canada.

## **2) Meetings of The Board**

- (a) The Board shall meet a minimum of four times each year at the call of the Chair, and additionally at the call of the Chair as often as is deemed necessary.
- (b) The Board shall convene an annual meeting at least once in each calendar year at which it will report on the activities of the year and provide audited financial statements.
- (c) Special meetings of The Board shall be called upon the written request of three members of The Board specifying the reason for the requested special meeting.
- (d) Notice of all meetings of The Board shall be given to members by mail, telephone or e-mail at least five (5) clear calendar days before the meeting and it shall not be mandatory that such notice specify the business to be conducted at the meeting, save in those instances specified herein.
- (e) A quorum shall consist of two-thirds of the active members of The Board.
- (f) All questions shall be decided by the majority of those present at Board meetings. The Chair of The Board shall have the same voting rights as any other member and an equality of votes cast will be deemed negative.

## **3) Membership of The Board**

The Board shall consist of Active Members and Corresponding Members.

- (a) The Active Board shall consist of a minimum of ten (10) persons and a maximum of fifteen (15) persons
- (b) The Active Members of The Board shall include:
  - The Officers of The Board (see Section 4)
  - The Chair of Academic Senate
  - The following members who shall serve as Chair of the respective committees:
    - Finance and Administration
    - Personnel
    - External Relations

#### Recruitment

Up to five (5) members-at-large with skills or knowledge appropriate to Board responsibilities

The Principal, who shall be a non-voting member of The Board during her/his tenure of office

One Staff representative, who shall be a non-voting member of The Board

One Faculty representative, who shall be a non-voting member of The Board

The Chancellor shall be a corresponding member of the Board

- (c) Corresponding Members may be requested from appropriate institutions, organizations, or church bodies.
- (d) The Board shall establish a policy concerning revocation of the appointment of any Board or committee member for cause. Such policy may only be revised at a meeting of The Board of which due notice of the motion to be considered is given to all members of The Board and at which not less than two-thirds of the membership of The Board is in attendance.

#### **4) Officers of The Board**

- (a) The Board shall appoint a Chair, Vice-Chair and Secretary, each of whom shall hold office for a two-year term, renewable.  
A Recording Secretary who is not a member of The Board may be appointed to attend meetings and take minutes. This position reports to the Secretary.
- (b) The Chair, or in her/his absence the Vice-Chair, shall preside at all meetings of The Board and have general oversight of the business of The Board. The Chair shall be a member ex-officio of all committees.

#### **5) Executive Committee**

Between meetings of The Board, an Executive Committee consisting of the Chair, the Vice-Chair, the Secretary, the Principal (ex officio), and the Chairs of Academic Senate, the Finance and Administration Committee, the Personnel Committee, and the External Relations Committee is authorized to act on The Board's behalf, subject to reporting on actions taken at the next regular Board meeting. This committee shall meet at the call of the Chair. A quorum shall consist of four members of the Executive Committee.

#### **6) Board Appointments and Terms of Office**

- (a) Appointments shall be for a three-year term, renewable once. In the first year of appointment one third will be appointed for a one-year term, one third for two-year term, and one third for a three-year term excepting those who are elected who shall be annually appointed. Thereafter all are subject to three-year term eligibility.
- (b) Terms of office shall begin on the first day of July of the year of appointment.

- (c) The Board shall have the power to replace any Board or committee member who for any reason is unable to continue for the balance of the tenure of said member.
- (d) Any member may resign from office in writing to The Board, said resignation to take effect as The Board determines.

## **7) Committees of The Board**

- (a) Standing Committees: The Board shall establish continuing standing committees including an Academic Senate, Finance and Administration, Personnel, External Relations, and Recruitment Committees, and shall determine their terms of reference, membership and terms of office.
- (b) Special and Temporary Committees: The Board may, at its discretion, establish such special, temporary or sub-committee structures as it considers necessary to carry forward the work of The College, shall define their terms of reference, membership, and tenure.
- (c) The Academic Senate is authorized to establish specialized Program Committees, define their membership, define their terms of reference and evaluate their annual performance and shall regularly report to The Board in this respect.
- (d) Minutes shall be kept of official meetings of committees and copies placed on file in The College office.

## **8) Finance and Administration**

- (a) Financial Transactions: The Board shall ensure that proper records of account are kept in respect to all financial transactions, that accounts are audited by qualified external auditors at least annually, and that financial reports are submitted to The Board annually and as The Board shall require.
- (b) The Board shall require that all monies, securities, and property under the control of The College are properly secured and insured, and fully and properly maintained.
- (c) The Board shall secure insurance following best business practice, e.g. directors' insurance, professional liability insurance, etc.
- (d) The Board shall specifically authorize those persons permitted to serve as signatories to financial or other instruments on The College's behalf.
- (e) The Board shall ensure that an annual audit report is prepared, reviewed and approved, and presented to the annual meeting of The College.
- (f) The fiscal year of The College shall be the twelve-month period beginning July 1st of each year.

## **9) By-Law Revisions**

The Board may, at any general or special meeting, enact all necessary by-laws not contrary to law or to the provisions of the St Stephen's College Act (1927) or any

amendments thereto, provided that due notice of intent to revise the by-laws is given in the notice of meeting. Such by-laws or by-law amendments may be added, amendments made, or repealed or others substituted by majority vote of The Board members present at those meetings.