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**Товариство Приятелів Українського Села
Friends of the Ukrainian Village Society
FOUVS BY-LAWS (revised April 2024)**

FILED 211

AUG 23 2024

Registrar of Corporations
Province of Alberta

0.1 Definitions

In these bylaws,

- a. *"AGM" means the Annual General Meeting of the FoUVS, as defined below.*
- b. *"FoUVS" or the "Society" means Friends of the Ukrainian Village Society a Society constituted and incorporated pursuant to the Societies Act, RSA 2000, c S-14.*
- c. *"Board" means the Society's Board of Directors*
- d. *"Director" means a member of the Society's Board of Directors including the President, 1st Vice-President; 2nd Vice-President; Secretary, and the Directors at Large at as described in Article 3, herein.*
- e. *"Member" means an individual with up to date paid membership in the Society who's membership has not been suspended*
- f. *"Officer" means a Society staff member who has been given official duty by the Board of Directors*
- g. *"UCHV" means Ukrainian Cultural Heritage Village*

1.0 Name

1.01 The name of the Society is "Friends of the Ukrainian Village Society".

2.0 Membership

2.01 The membership fee if any, in the Society, shall be determined, from time to time, by the Members at an AGM. Any person being of the full age of 18 years, may become a member upon payment of the fee.

2.02 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Officer in charge of the operations using a Society's

official contact channel. If any member is in arrears for fees or assessment for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

2.03 Members of the society must abide by the society's code of conduct (as found in Appendix A of the society's bylaws). A member found to be in violation of said policy, by 80% the voting members of the Board, may be suspended with no compensation and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. The Board reserves the right to approve or deny a suspended member's new membership. 80% of full board

2.04 A Society staff member is eligible to purchase a membership and will have voting rights at all annual general meetings and special meetings of the Society. This society staff / member may count toward AGM quorum. A Society staff member cannot be elected to the Board.

3.0 The Board

3.01 The management and administration of the Society shall be vested in the Board which shall consist of a President, two Vice-Presidents, Secretary, and no more than seven additional Directors ("Directors at Large") for a total of up to eleven members on the Board. A hired, paid treasurer shall report to the Board and advise the Board of the society's financial situation. To ensure continuity, elections for Board Members shall be on alternating years with the President, 2nd Vice-President and four Directors at Large elected on year one and the first Vice-President, Secretary, and three Directors at Large elected on year two of a two year cycle. The Board shall have all the powers of the Society except as otherwise stated in the Societies Act.

3.02 An elected Director's term of office will be two years with terms ending upon the election and installation of new board members following the AGM at which such board members were elected, with the possibility of re-election for two more terms for a total of six years. Upon completion of the third consecutive two-year term, the member will normally continue to participate in any or all committees to which they are appointed in accordance with Article 3.08. Terms apply to all Board members regardless of position. A partial year, as in the case of a Director joining the board between AGMs, is considered to be a full term of service.

3.03 Directors shall serve until their successors are elected and installed. Any vacancies remaining after the Annual General Meeting or occurring during the year shall be filled by the Board, provided it is so stated in a notice to the members of the Society. Members wishing to fill a vacancy outside an election conducted at the AGM must complete an application form outlining their qualifications.

3.04 Any member in good standing who meets the defined qualifications for the position shall be eligible to be elected or appointed to the Board.

3.05 Members wishing to serve on the Board of Directors must complete an application form outlining their qualifications to serve on the Board. At least three months prior to each Annual General Meeting, the Board of Directors will strike a three person Nominating Committee, which can be composed of both members of the Board of Directors and Members at large, to review and assess all applications. Only those applicants who qualify for the Board will be put forward to a vote by the membership at an Annual General Meeting. Nominations from the floor may be made at the AGM to fill a vacant position. All newly elected Directors must submit required onboarding documents as defined in the Society's Policy Manual. Failure to meet the requirements will result in removal from the Director's elected position.

3.06 The Nominating Committee will ensure that job descriptions for each position on the Board, which are included in the Society's Policies and Procedures Manual, are posted on the FoUVS website 60 days before the AGM.

3.07 Past Directors can stand for re-election following a two year absence from the Board. Past Directors who are re-elected following a two year interval can serve for an additional six years (three two-year terms).

3.08 The Board at any Board meeting and/or members at any AGM may strike committees as are considered appropriate to carry out the activities of the Society. At the time any committee is struck, the body striking the committee shall determine the chairperson, the mandate, the requirements for membership, and the duration of activity of the committee. This chairperson is responsible for reporting to the Board. The members of such committees may consist of Directors and/or Members who are appointed.

3.09 The President shall ensure that notices of the various meetings are sent as required, preside at all duly called meetings of the Society, sign all written contracts on behalf of the Society (or instruct an Officer to do so), be an ex officio member of all the committees, and carry out other duties as assigned by the Board. Upon completion of the term of office, the President will normally assume the role of Past President.

3.10 A Vice-President, as selected by the Board, shall act in absence of the President, and shall accept other responsibilities and assignments that the Board may request.

3.11 Notwithstanding Article 3.02, The Past-President shall serve on the Board as a non-voting member for up to a two year period to provide information on past activities of the Society and to ensure continuity.

3.12 It shall be the duty of the Secretary to ensure that accurate meeting minutes are kept. It shall also be the duty of the Secretary (or an Officer of the Society) to keep a record of the Members, as per the Societies Act. In case of the absence of the Secretary, an Officer as may be appointed by the Board of Directors shall discharge their duties.

3.13 The Treasurer shall ascertain what annual dues or assessments levied by the Society are due and ensure their payment.

3.14 The Treasurer shall be responsible to ensure that all monies paid to the Society are deposited in such financial institution as the Board of Directors may from time to time direct. They shall properly account for the funds of the Society and keep such books as may be directed. They shall present full detailed accounts of receipts and disbursements to the Board of Directors whenever requested, shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Society, and submit a copy of the same for the records of the Society.

3.15 The fiscal year of the Society shall be from the 1st day of January to the 31st day of December in 2024. The following, shortened, fiscal year shall be from the 1st day of January to the 31st day of March in 2025. All subsequent fiscal years shall be from the 1st day of April to the 31st day of March. At the end of each fiscal year, a duly qualified accountant who is not a member of the Society shall audit the financial affairs of the Society. Such auditor shall submit a signed, complete and proper statement of the financial affairs of the Society for the previous year at the AGM, including its income, disbursements, assets and liabilities.

3.16 The books and records of the Society may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

3.17 A Director may be reimbursed for any expenses incurred by them in the performance of their duties so authorized by the Board, which said duties must be directly related to the business of the Society.

3.18 In the event that a Director resigns their office or ceases to be a Member, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the Members of the Society.

3.19 The Board may dismiss any Director or Officer, before the end of their term, with an minimum of 80% majority vote of those present at the Special Meeting of the Board called for this purpose. The individual will be notified in writing of the decision.

3.20 Directors must abide by Society's Bylaws, Policies and Procedures in all matters. Failure to do so will result in a review of the Director's violation by the Board. The Board may issue a written warning or dismiss the Director (as per 3.19) upon assessment of the gravity of the violation. Three or more warnings issued by the Board will result in automatic dismissal of the Director from the Board, before the end of their term.

3.21 A Director who has been dismissed by the board may re-apply to serve as a Director once again following a two-year break. They must disclose at time of application that they previously have been dismissed from a Director position with the Society.

4.0 Meetings

4.01 Meetings of the Board shall be called with at least five days notice in writing by electronic mail or mobile text message.

4.02 A special meeting of the Board must be called on the instructions of any two Directors provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

4.03 Any five voting Directors of the Board shall constitute a quorum. Meetings may be held without notice if a quorum of the Board of Directors is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise, they shall be null and void.

4.04 Meetings (Board, AGM, Special, Committee and all other types) can be conducted via electronic media and/or in-person.

4.05 This Society shall hold an AGM on or before April 30th in 2025, an additional AGM on or before November 30th in 2025, and on or before November 30th in all subsequent

years. Meeting due notice will be given by mail and/or email to all Members twenty-one days prior to the meeting date. Among any other business to be conducted, the AGM agenda shall include the election of Directors in accordance with the provisions of Article 3

4.06 Meetings of the Society may be called at any time by the Board of by notice of writing, delivered by mail and/or email twenty-one days prior to the date of the meeting. A special meeting shall be called by the President upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such a meeting. Notice of such a meeting will be in writing and delivered by mail and/or email twenty-one days prior to the date of the meeting.

4.07 Twenty Members in good standing shall constitute a quorum at any General or Special meeting.

5.0 Voting/Remuneration/Borrowing Powers

5.01 Any member who is in good standing shall have the right to vote at any General or Proposed 5.01 Any Member who is in good standing shall have the right to vote at any General or Special meeting of the Society. Such votes shall be in person or through live virtual or telephone attendance and not by proxy or otherwise.

5.02 Unless authorized at any meeting and notice has been given, no Director or Member shall receive any remuneration for their services.

5.03 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society. A minimum 75% majority vote is required to pass a special resolution.

6.0 Donations and Other Accretions

6.01 All sums of money given to the Society as dues, gifts, or other accretions, will be used solely to further the objects of this Society. No Director or Member shall receive any financial gain from their membership.

7.0 Dissolution Clause

7.01 Upon dissolution of the Society, and after the payment of all debts and liabilities, the assets remaining, which are associated with the property of the Crown, shall be given or transferred to the Minister of the Government of Alberta currently responsible for the UCHV for accession or disposal; all other assets shall be disposed of as the Board of Directors sees fit, provided such as for the use and benefit of the Ukrainian Cultural Heritage Village.

8.0 Changes in the Bylaws

8.01 The bylaws may be rescinded, altered or added to by a special resolution. Special Resolutions will be passed at a General Meeting of the Society with a minimum of 75% (3/4) of the members present voting in favour of the proposed resolution.

9.0 PROTECTION OF DIRECTORS AND OFFICERS (NEW ADDITION)

9.01. LIMITATION OF LIABILITY. No director, officer or member of a committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency of any security in or upon which any of the monies of the Society, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

9.02. INDEMNITY. The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, changes, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to but not exclusive

of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Society may be entitled to at law or in equity.

Appendix A

Code of Conduct - Members

As a commitment to our Members, Staff, Volunteers, Board of Directors, Stakeholders and the community as a whole, we have implemented a code of conduct to ensure comfort and safety for all.

Any person who is a Member of FoUVS must:

- Represent FoUVS with pride for what the Society does and in a positive light.
- Behave in a respectful manner, and refrain from discriminatory, abusive, degrading and expletive language
- Refrain from physical abuse, harassment and violence in any form.
- Treat others with dignity and respect
- Show no bias based on gender, ethnicity, race, age, religion, sexual orientation, socio-economic status, or mental/physical capability
- Understand that acts can be considered abusive as defined by the recipient of another's actions or a bystander.
- Refrain from identifying oneself as representing the Society while expressing personal views within the community at large.