

BYLAW NO. 1
A BYLAW RELATING GENERALLY TO THE AFFAIRS OF
ST. MICHAEL’S UKRAINIAN CATHOLIC CHURCH CAMP INC.
(Hereinafter called “the Corporation”)

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1. DEFINITIONS AND INTERPRETATION

Unless the context otherwise requires, in this bylaw and in all other bylaws of the Corporation:

- 1.1. “Act” means The Non-Profit Corporations Act, Stat. Sask. 1979, c. N-4.1, as from time to time amended, and any statute that may be substituted therefore;
- 1.2. “Articles” means the Articles of Incorporation of the Corporation, as they may be amended from time to time;
- 1.3. “Board”, “Board of Directors”, “Directors” mean the Directors of the Corporation such as they may be from time to time;
- 1.4. “Corporation” means St. Michael’s Ukrainian Catholic Church Camp Inc.
- 1.5. “Eparch” means the Ukrainian Catholic Eparch who is appointed by the synod of the Ukrainian Greek Catholic Church and approved by the Holy Roman See to have authority in the Ukrainian Catholic Eparchy of Saskatoon, or, in circumstances where there is no Eparch, the administrator appointed according to canon law to act in his stead.
- 1.6. “Eparchy” means the Ukrainian Catholic Eparchy of Saskatoon.
- 1.7. “Person” shall include bodies corporate, partnerships, trusts, and any number or aggregate of persons;
- 1.8. “Resident Canadian” means a Canadian citizen or an individual who has been granted permanent resident status in Canada.
- 1.9. “Special resolution” means a resolution requiring a two-thirds majority vote of the persons entitled to vote on the resolution.
- 1.10. Unless the context otherwise requires, expressions defined in the Act or any statutory amendment or modification thereof, or any substitution therefore, shall have the meaning so defined;
- 1.11. The headings used throughout this bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the meaning of the terms or provisions of the bylaw;
- 1.12. Words importing the singular number shall include the plural and vice versa, as

the context may require.

2. NAME OF CORPORATION

The name of the Corporation is St. Michael's Ukrainian Catholic Church Camp Inc. and can operate as "St. Michael's at Madge".

3. PHILOSOPHY

- 3.1. St. Michael's at Madge Mission Statement: Fostering relationships with God, nature, family and friends.
- 3.2. St. Michael's at Madge Vision Statement: A year round refuge nestled in Duck Mountain Provincial Park, where sending out roots and spreading your wings is part of every camp adventure.
- 3.3. St. Michael's at Madge Values: Respecting the personal dreams of members, partners and patrons with integrity and cooperation, while adhering to the Catholic Health Ethics Guide (CHEG). Committed to wholesome stewardship through excellence in governance, accountability, sound financial strategies, compliance with regulatory bodies. Identifying and providing continuing education for the members, the board and the community served.

4. OBJECTIVES/PURPOSES

- 4.1. The Objectives/Purposes of the Corporation are restricted to:
 - 4.1.1. Establishing, promoting, managing, and maintaining facilities within Duck Mountain Provincial Park in Saskatchewan on a leased site on the shore of Madge Lake (herein "the Camp facilities") to be used for sustaining programs of Ukrainian Catholic church camps, Catholic Schools, retreats for members of the Eparchy, missions, and meetings of organizations affiliated with the Ukrainian Catholic Church.
 - 4.1.2. Providing, conducting, and facilitating programming at the Camp facilities for youth and adults, thereby engaging them in spiritual, cultural, social, recreational, environmental and ecological activities that serve the needs of society with a Catholic faith perspective.
 - 4.1.3. Establishing policies and regulations regarding the use of the Camp facilities and

coordinating such use.

4.1.4. Managing all operations at the Camp facilities;

4.1.5. Reviewing and approving any programs to be implemented or conducted at the Camp facilities to ensure concordance with the teachings of the Catholic church and Catholic Health Ethics Guide.

4.1.6. Managing all financial matters relating to the building and maintenance of facilities, occupation, and use of the Camp facilities with a view to ensuring the financial viability of the Corporation's operations.

5. **MEMBERSHIP**

5.1. Classes of Membership

5.2. Ex-officio Member

5.2.1. The Eparch is an ex-officio member who may appoint someone in writing to speak on his behalf at meetings.

5.3. Members

5.3.1. A member is a person who:

5.3.1.1. is 18 years of age or older;

5.3.1.2. is a resident Canadian;

5.3.1.3. is a member of a Ukrainian Catholic parish or mission within the Ukrainian Catholic Eparchy of Saskatoon or is a resident of Saskatchewan who supports the philosophy, objectives, and purposes of the Corporation;

5.3.1.4. signs the membership pledge to uphold Catholic values, including observance of the Catholic Health Ethics Guide; AND

5.3.1.5. has paid the current annual membership fee for Regular Members.

5.3.2. Regular Membership terminates;

5.3.2.1. upon the death or written withdrawal of the member;

5.3.2.2. if the current membership fee is late by 8 weeks or more;

5.3.2.3. if the member is convicted of a criminal offence involving violence, harassment, sexual exploitation or violation, pornography, or fraud; OR

5.3.2.4. if the Board by special resolution resolves to terminate membership as hereinafter provided.

5.3.3. Regular Members are entitled to:

5.3.3.1. receive notice of all membership meetings as hereinafter provided

5.3.3.2. attend, participate in, and vote at meetings of members.

5.4. Associate Member

5.4.1. An associate member is a person who:

5.4.1.1. is 18 years of age or older;

5.4.1.2. is a resident Canadian;

5.4.1.3. signs membership pledge to uphold Catholic values; AND

5.4.1.4. has paid the current annual membership fee for Associate Members.

5.4.2. Associate Membership terminates:

5.4.2.1. upon the death or written withdrawal of the member;

5.4.2.2. if the current membership fee is late by 8 weeks or more;

5.4.2.3. if the member is convicted of a criminal offence involving violence, harassment, sexual exploitation or violation, pornography, or fraud; OR

5.4.2.4. if the Board by special resolution resolves to terminate membership as hereinafter provided.

5.4.3. Associate Members are entitled to receive notice of membership meetings as hereinafter provided and to attend the meetings, but they are not entitled to vote.

5.5. Transfer of Membership

5.5.1. A membership interest of a member in the Corporation is not transferable.

5.6. Termination of Membership by Board

5.6.1. The Board may, by special resolution, resolve to terminate the membership of either a Regular Member or an Associate Member. The member in question shall be given 30 days' written notice of the intention of the Board to consider termination of his/her membership. The member may make oral or written representation to the Board prior to the Board's deliberations. The decision of the Board shall be final and shall not be subject to appeal. After a period of one year from the date of termination by the Board, the individual may apply to the Board for a review if the individual meets the eligibility requirements for membership.

6. GENERAL MEETINGS OF MEMBERS

6.1. Annual General Meeting (AGM)

- 6.1.1. Annual General Meetings shall be held within fifteen (15) months of the previous year's AGM at such time and place within the Province of Saskatchewan as may be determined by the Directors.
- 6.1.2. Annual General Meetings shall be held for the purpose of:
- 6.1.2.1. Setting the Number of Directors within the parameters set in the Articles.
 - 6.1.2.2. Electing Directors;
 - 6.1.2.3. Approving the Financial Statements of the Corporation;
 - 6.1.2.4. Approving the Auditor's Report;
 - 6.1.2.5. Appointing an external Auditor to do the audit or financial review for the upcoming year;
 - 6.1.2.6. Approving bylaws or amendments to bylaws;
 - 6.1.2.7. Transacting special business as may properly come before an AGM;
 - 6.1.2.8. Reporting activities and motions of the Directors to the general membership;
 - 6.1.2.9. Selecting a Nominating Committee.
- 6.1.3. Notice of the time and place of each AGM shall be published no more than 50 days and no fewer than 30 days prior to the date of the AGM. Notice shall be sent by ordinary mail, e-mail, or FAX to:
- 6.1.3.1. the Eparch;
 - 6.1.3.2. each priest actively serving within the Eparchy along with a request that notice be displayed on parish bulletin boards, published in the parish bulletins and announced orally to parishioners;
 - 6.1.3.3. the Auditor;
 - 6.1.3.4. each Director.
- Notice of the AGM shall also be:
- 6.1.3.5. published in the Eparchial News or its publication equivalent if publication dates permit;
 - 6.1.3.6. posted on the Corporation's website and/or the Eparchial website and social media.

- 6.1.4. The Notice of the AGM shall include a reference to the Corporation's website and /or the Eparchial website where the following information shall be posted:
- 6.1.4.1. the agenda for the meeting;
 - 6.1.4.2. the Financial Statements of the Corporation for the last fiscal period;
 - 6.1.4.3. the text of any proposed amendments to the Articles or bylaws;
 - 6.1.4.4. the text of motions relating to any special business to be considered at the AGM;
 - 6.1.4.5. the date for setting the list of the Regular Members who will be entitled to vote at the AGM.
- 6.1.5. The Nominating Committee shall be selected at the AGM and work throughout the year looking for suitable candidates for the Board to be proposed for election at the next AGM. The Nominating Committee shall be composed of three members of the Corporation, at least one of whom must be a member of the Board. The Nominating Committee shall select a Chair from among themselves. The Nominating Committee shall recommend candidates for election to the Board at the next AGM within the parameters established in the Articles of Incorporation, as amended, and this Bylaw. The term and mandate of the Nominating Committee shall expire at the following AGM.
- 6.1.6. Nominations for Directors will also be accepted from the floor at the AGM.

6.2. Special General Meetings

- 6.2.1. Special General Meetings may be called to deal with urgent or unusual business or special resolutions.
- 6.2.2. Special General Meetings shall also be convened by the Directors on the written request of at least 10 members of the Corporation.
- 6.2.3. No business shall be presented or transacted at a Special General Meeting other than business specified in the written notice of the meeting.
- 6.2.4. Notice of the time and place of each Special General Meeting of the members of the Corporation shall be given as in 6.1.3. except that the notice shall be published no fewer than 15 and no more than 50 days before the date of the meeting.

6.3. Waiver of Notice

6.3.1. A member and any other person entitled to attend a meeting of members may in any manner waive notice of or otherwise consent to the holding of a meeting of members. Attendance of any individual who is a member or any other person entitled to attend the meeting of members shall be a waiver of notice unless the person attends specifically for the purpose of objecting to the meeting being held on the ground of improper or inadequate notice having been given. The Chair shall rule on the validity of the notice where such objection is made.

6.4. Irregularities

6.4.1. Subject to the express provisions of the Act or this Bylaw, irregularities in the notice of any meeting of members, or in the giving thereof, or the accidental omission to give notice of any meeting to any person, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting and shall not prevent the holding of such meeting.

6.5. Adjournments

6.5.1. Any meeting of the members of the Corporation may be adjourned from time to time to a fixed time and place and no notice of the time and place for the holding of an adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling it.

6.6. Quorum

6.6.1. The quorum at any meeting of members shall be the Regular Members present.

6.7. Chair

6.7.1. The President, or if the President is absent, the Vice-President shall be entitled to be Chair at every meeting of members of the Corporation. If neither of the named persons is present, then the members present shall choose any one of the Directors as Chair of the meeting, and if no Director is present, then the members shall choose one of their number to be Chair.

6.8. Voting

6.8.1. Only the Regular Members on the Corporation's membership list as at the December 31st immediately preceding the date of the AGM shall be entitled to vote

at the AGM.

6.8.2. At special meetings of members, all of the Regular Members who are in attendance shall be entitled to vote provided they have paid the current year's membership fee.

6.8.3. Each Regular Member entitled to vote at a meeting of members shall be entitled to vote.

6.9. Proxy Voting

6.9.1. No member shall be entitled to be represented by proxy at a meeting of members except for the Eparch.

6.10. Voting Procedure

6.10.1. Voting at a meeting of members shall be by show of hands.

6.10.2. A member may introduce a motion for a vote by ballot on any question that is to be voted on at the meeting of members. If the motion for a ballot (to be voted on by show of hands) is carried, the vote by ballot on the question shall proceed. If the motion for a ballot is defeated, the vote on the question will proceed by show of hands.

6.10.3. Unless a vote is proceeding by ballot, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes shall be sufficient evidence of that fact without proof of the number of votes recorded in favour of or against such resolution.

6.10.4. If a vote is by ballot, the Chair of the meeting shall be entitled to one vote by virtue of his or her being a member of the Corporation. He or she shall not be entitled to a second vote. If the required number of votes (whether simple majority or two-thirds for a special resolution) is not secured, the motion fails.

6.10.5. Where a vote is by show of hands, the Chair shall not vote in the first instance. He or she may, however, cast a deciding vote where his or her vote would change the result. In no event shall the Chair vote twice (i.e. one vote to create a tie and a second vote to pass a resolution).

6.10.6. Questions arising at any meeting of members shall be determined by a majority of votes of the members present unless the Act, the bylaws, or the Articles of the

Corporation require a greater number of votes for a resolution to pass.

6.11. No Vote in Absentia

6.11.1. No member entitled to vote at a meeting of members shall be entitled to vote by mail or e-mail. The member must be present at the meeting of members in order to exercise the right to vote.

6.12. Resolutions of No Effect

6.12.1. A resolution made by the members shall be of no force or effect if, in the opinion of the Eparch, the resolution is in conflict with canon law or any bylaw, ordinance, directive, or policy of the Eparchy.

7. BOARD OF DIRECTORS

7.1. Qualifications

7.1.1. Any Regular Member of the Corporation is qualified for election as a Director provided he or she:

7.1.1.1. has not been found to be of unsound mind (insane) by a court in Canada or elsewhere;

7.1.1.2. does not have the status of a bankrupt;

7.1.1.3. has provided a clear vulnerable sector search and criminal record search with results dated no earlier than 12 months preceding the date of the election, which results confirm the individual has never been convicted of a criminal offence involving violence, harassment, sexual exploitation or violation, pornography, or fraud;

7.1.1.4. has completed the Board of Directors application form.

7.2. Number of Directors

7.2.1. Article 5 of the Articles of the Corporation provides that there shall be no fewer than 5 and no more than 20 Directors. Subject to the requirements of section 7.3, the number of Directors between the minimum and maximum permitted by the Articles shall be set by the Regular Members at the AGM.

7.3. Composition of Board

7.3.1. The following shall be *ex officio* members of the Board:

7.3.1.1. the Eparch; and

- 7.3.1.2. the immediate Past President of the Corporation.
- 7.3.2. The remaining number of Directors required to fill the number of Directors set by the members shall be *elected* to the Board by the Regular Members.
- 7.3.3. At least 51% of the Directors (including in the calculation thereof the Eparch and the immediate Past President), shall be Ukrainian Catholic.
- 7.3.4. At least three of the elected Directors must be persons who are not Executive Officers of the Corporation as outlined in Article 9 of this bylaw.
- 7.4. Election by Ordinary Resolution**
- 7.4.1. The Directors of the Corporation who are to be elected shall be elected by Regular Members of the Corporation by ordinary resolution at the AGM.
- 7.5. Term**
- 7.5.1.** Each elected director shall be elected for a two-year term.
- 7.5.2. An effort shall be made to ensure that the terms of one-half of the elected directors expire each year so that one-half of the Board is elected at each AGM.
- 7.6. Number of Terms**
- 7.6.1. There is no limitation on the number of terms for which an elected Director may be re-elected to be a member of the Board.
- 7.7. Filling Vacancies**
- 7.7.1. Subject to the Act, the Board of Directors may fill a vacancy on the Board by ordinary resolution passed at a meeting at which a quorum is present.
- 7.7.2. In the event that the Board of Directors fills a vacancy of the Board, the new director shall serve only until the expiration of the term of the director who was replaced.
- 7.8. Termination of Office of Director**
- 7.8.1. The office of a Director shall be vacated:
- 7.8.1.1. if the Director is found to be of unsound mind (insane) by a court in Canada or elsewhere;
- 7.8.1.2. if by notice in writing to the Corporation, the Director resigns;
- 7.8.1.3. if the Director is removed by a special resolution of the members or the Board as provided in this Bylaw;

- 7.8.1.4. if the Director has the status of a bankrupt;
- 7.8.1.5. if the Director ceases to be a Regular Member of the Corporation;
- 7.8.1.6. if the individual fails to provide the required clear vulnerable sector search and criminal record search results within one month of election or appointment to the Board; OR
- 7.8.1.7. if the individual is convicted of a criminal offense involving violence, harassment, sexual exploitation or violation, pornography, or fraud.

7.9. **Removal of Directors**

7.9.1. Subject to the Act, and anything otherwise stated in this Bylaw, the members of the Corporation or the Board may, by special resolution, remove any elected Director or Directors from office at any time before the expiration of any term of office and may elect by ordinary resolution another qualified person to fill the office so vacated. Any person so elected shall hold office only until the expiration of the term of the Director that was removed.

7.9.2. by a written decree from the Eparch, after consulting with his College of Consultors, a Director can be suspended from taking any action as a director or officer if he or she is in conflict with canon law or any bylaw, ordinance, directive, or policy of the Eparchy and/or the Corporation.

7.10. **Indemnification**

7.10.1. Each Director of the Corporation is deemed to have assumed office on the express agreement and condition that he or she and his or her heirs, executors, administrators, and assigns shall be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses which such Director incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter, or thing made, done or permitted by him or her in his or her capacity as Director, and also from and against all costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

7.11. **Reimbursement for Expenses**

7.11.1. Directors of the Corporation shall be entitled to reimbursement for all reasonable costs, charges, and expenses sustained or incurred in or about or in relation to the affairs of the Corporation.

7.12. **No Remuneration for Board of Directors**

7.12.1. In accordance with Schedule 2 of the Articles, all Directors shall serve without remuneration, and no Director shall, directly or indirectly, receive any profits from his position as Director.

8. **MEETINGS OF DIRECTORS**

8.1. **Powers and Duties of the Board**

8.1.1. The business and affairs of the Corporation shall be managed by the Board of Directors who may exercise all of the powers of the Corporation which are not by bylaw, statute, or Articles directed or required to be done by resolution of the Regular Members of the Corporation or which are not otherwise limited by bylaw.

8.1.2. The Board shall formulate policies for the management of the Corporation and for carrying out the Objectives and Purposes of the Corporation.

8.1.3. The Board shall be responsible for developing and implementing fundraising initiatives and programs for the purpose of raising monies that will be used to further the Objectives and Purposes of the Corporation.

8.1.4. The Directors may, without authorization of the members:

8.1.4.1. borrow money upon the credit of the Corporation;

8.1.4.2. issue, reissue, sell or pledge debt obligations of the Corporation;

8.1.4.3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation to secure an obligation of the Corporation.

8.1.5. The Directors may authorize any expenditures they may consider appropriate for purposes of the management and administrative operations of the Corporation. However, disbursements in the way of grants or distributions to persons, parishes, charities, or other organizations shall only be made upon resolution of the members at a properly convened meeting of members.

8.2. **Resolutions**

8.2.1. Unless the Act or this bylaw otherwise requires, the powers of the Board may be

exercised by ordinary resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

8.3. **Quorum**

8.3.1. A majority of the total number of Directors in office at any particular time (including ex officio directors, elected directors, and directors appointed to fill a vacancy) must be present to constitute a quorum at a meeting of Directors. A meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions in or exercisable by the Directors generally.

8.3.2. If there is no quorum at a meeting of directors which has been duly called in compliance with this bylaw, then the meeting shall be adjourned to another date. Notice of the adjourned date shall be given to all of the directors. If there is no quorum present on the adjourned date, the directors present shall constitute a quorum for the purpose of transacting the business that was to have been dealt with on the initial meeting date.

8.4. **Canadian Majority**

8.4.1. The Board shall not transact business at a meeting, other than to fill a vacancy on the Board, unless the majority of Directors present are resident Canadians.

8.5. **Time and Place of Meeting**

8.5.1. Meetings of the Board of Directors may be held at such times and at such places within Saskatchewan as the Board of Directors may determine. A meeting of the Board shall be convened by the President or Secretary upon the written request of any 2 or more Directors.

8.6. **Notice**

8.6.1. Notice of a meeting of the Board of Directors shall be given in writing or by electronic or telephone communication to each Director no fewer than four (4) days before the meeting date.

8.7. **Waiver of Notice**

8.7.1. Meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing, or by electronic or by telephone communication to the meeting being held in their absence.

8.8. **Telephone Participation**

8.8.1.1. Where all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means shall be deemed for the purposes of the Act to be present at the meeting.

8.9. **Voting at Meetings of Directors**

8.9.1. All Directors, whether they be *ex-officio* or elected, shall be entitled to vote at a meeting of Directors.

8.9.2. If the Eparch is unable to attend a meeting, a designated representative, with written authorization from the Eparch, may attend in his place and shall be entitled to exercise the Eparch's vote.

8.9.3. Unless a ballot is requested, voting at a meeting of the Board of Directors shall be by show of hands or by verbal assent. Questions arising at any meeting of the Board of Directors shall be decided by ordinary resolution (simple majority of votes) of the Directors present unless the Act or these bylaws require a special resolution for the particular matter under consideration.

8.9.4. If a vote is by ballot, the Chair of the meeting shall be entitled to one vote by virtue of his or her being a member of the Board of Directors. He or she shall not be entitled to a second vote. If the required number of votes (whether simple majority or two-thirds for a special resolution) is not secured, the motion fails.

8.9.5. Where a vote is by show of hands, the Chair shall not vote in the first instance. He or she may, however, cast a deciding vote where his or her vote would change the result. In no event shall the Chair vote twice (i.e. to create a tie and then to give the casting vote).

8.10. **Passing of Resolution**

8.10.1. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes is *prima facie* evidence of that fact without proof of the number of votes recorded in favour or against such resolution.

8.11. **Chair of the Meeting**

8.11.1. The President, and in his or her absence the Vice-President, shall chair meetings of the Board.

8.11.2. In the absence of the President and Vice-President, the Past-President shall chair the meeting. In the absence of all 3 individuals, the Directors may appoint one of their number to chair the meeting.

8.12. **Resolutions of No Effect**

8.12.1. Resolutions made by the directors shall be of no force or effect if, in the opinion of the Eparch or his designate, the resolution is in conflict with canon law or any bylaw, ordinance, directive, or policy of the Eparchy.

9. **EXECUTIVE OFFICERS**

9.1. **Officers**

9.1.1. The officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, and such other officers as the Directors may from time to time select.

9.2. **Qualifications**

9.2.1. Officers shall be selected from among the Elected Directors of the Corporation by the Directors. Employees of the Corporation shall not be selected as officers of the Corporation.

9.3. **Term**

9.3.1. The term of office for the officers is one year and the officers shall be selected by the Directors of the Corporation at the first meeting of Directors immediately following each AGM (referred to as the Organizational meeting).

9.4. **Organizational Meeting**

9.4.1. The Organizational Meeting of Directors at which the officers are selected shall be held within 30 days of the AGM.

9.5. **No Remuneration for Officers**

9.5.1. In accordance with Schedule 2 of the Articles, all Directors shall serve without remuneration, and no Officer shall, directly or indirectly, receive any remuneration for his position as an officer of the Corporation.

9.5.2. Officers of the Corporation shall be entitled to reimbursement for all reasonable costs, charges, and expenses sustained or incurred in or about or in relation to the affairs of the Corporation.

9.6. **President**

9.6.1. Subject to the authority of the Board, the President shall be charged with the general management and supervision of the operations of the Corporation. He or she shall possess and may exercise such powers and shall perform such duties as may from time to time be assigned to him or her by the Board. The President shall chair all Board meetings and all meetings of members at which he or she is present. The President is also an *ex officio* member of all committees established pursuant to Article 10.

9.7. **Vice-President**

9.7.1. The Vice-President shall perform the duties of the President if the President is absent or unable to act. The Vice-President shall also have such powers and perform such duties as the Board of Directors may determine from time to time.

9.8. **Secretary**

9.8.1. The Secretary shall, when present, record all acts and minutes of meetings of members, meetings of the Board, and committees of the Board. He or she shall give all notices required to be given to members, Directors, officers, and members of committees. He or she shall also be the custodian of the Corporate seal and of all books, papers, records, correspondence, contracts, and other documents of the Corporation required for the regular operations of the Corporation. All archival records and copies of current personnel files shall be kept at the Chancery office of the Eparchy of Saskatoon. The Secretary shall also perform such other duties as may from time to time be specified by the Board.

9.9. **Treasurer**

9.9.1. The Treasurer shall keep full and accurate accounting records in compliance with

the Act of the assets, liabilities, receipts, and disbursements of the Corporation. He or she shall be responsible for the deposit of all money and other valuables in the name of and for the credit of the Corporation in such financial institutions as may from time to time be designated by the Board. He or she shall disburse funds of the Corporation under the direction of the Board of Directors and shall, whenever required, render to the Board an account of all his or her transactions and of the financial position of the Corporation. If any of the Treasurer's tasks are delegated to an employee or agent of the Corporation, the Treasurer shall supervise the work of the employee or agent and shall be ultimately responsible to ensure that the Corporation maintains accurate financial records in compliance with the Act. The Treasurer shall prepare the annual Financial Statements of the Corporation and provide to the Auditor and the Audit Committee such information as they may require to perform an audit or review of the Corporation's financial records. The Treasurer shall also present the audited Financial Statements to the members at the AGM.

9.10. **Agents and Employees**

9.10.1. The Board of Directors may from time to time appoint, employ and remove such agents, employees, or other persons as are deemed necessary to carry out the aims and objectives of the Corporation, to prescribe their duties, to fix their compensation, and to require from them security for due performance of their services.

10. **COMMITTEES**

10.1. **Establishment**

10.1.1. The Board of Directors may, from time to time, constitute such committees as it deems necessary to assist it in carrying on the affairs of the Corporation and shall prescribe the duties of the committees.

10.2. **Composition of Committees**

10.2.1. The Board of Directors may appoint no fewer than 3 and no more than 5 members of the Corporation to be members of any committee constituted pursuant to section 10.1 of this bylaw. At least one Director shall sit on each committee. The Chair of each committee must be a Director. The President is an *ex officio* member of each

committee constituted pursuant to section 10.1.1.

10.3. **Procedure**

10.3.1. The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of the committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair shall have a second or casting vote.

11. **AUDIT REQUIREMENTS**

11.1. **Auditor**

11.1.1. At each AGM, the members of the Corporation shall, by ordinary resolution, appoint an auditor to hold office until the next annual meeting.

11.2. The Auditor must be an independent individual who is not a Director, Officer, or employee of the Corporation, nor a business partner or relative of any Director, Officer, or employee of the Corporation. He or she shall cease to hold office upon death or resignation, or upon removal in accordance with the provisions of the Act.

11.3. The Auditor is entitled to receive notice of and to attend every general meeting of members of the Corporation, and every meeting of the Audit Committee.

11.4. The Auditor shall make a report to the members and to the Board on the accounts examined by him or her and on every Balance Sheet and Statement of Income and Expenditures laid before the members at any AGM held during his or her term of office. The report shall state:

11.4.1. Whether or not he or she has obtained all of the information and explanations that he or she has required;

11.4.2. and whether, in his or her opinion, the Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs as at the date of the Balance Sheet and the result of its operations for the year ended on that date according to the best of the information and of the explanations given to him or her and as disclosed in the books and records of the Corporation.

11.5. Where permitted by the Act and authorized by the members, the Auditor may

conduct a review rather than a full audit of the Corporation's financial records.

11.6. **Audit Committee**

11.6.1. The Directors of the Corporation shall appoint an audit committee composed of no fewer than three Directors of the Corporation, a majority of whom are not executive officers of the Corporation. The Auditor of the Corporation or a member of the Audit Committee may call a meeting of the committee.

12. **BUSINESS OF THE CORPORATION**

12.1. **Registered Office**

12.1.1. Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the municipality specified in the Articles and at such location therein as the Board may from time to time determine.

12.2. **Corporate Seal**

12.2.1. The Corporate Seal of the Corporation shall be in such form as the Board may from time to time determine.

12.3. **Fiscal Year**

12.3.1. The fiscal year of the Corporation shall terminate on the last day of December in each year.

12.4. **Banking Arrangements**

12.4.1. The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credit unions, trust companies or other bodies corporate, organizations, or individuals as from time to time may be designated by or under the authority of the Board.

12.5. **Execution of Instruments**

12.5.1. The Board of Directors may, from time to time, direct the manner in which and the individual by whom particular instruments or class of instruments may be signed. Unless a specific designation is made in a motion passed at a Board meeting, deeds, transfers, assignments, contracts, obligations, cheques, bills of exchange, orders for payment of money, and all other instruments required to be executed on behalf of the Corporation shall be signed by any two of the following officers: President, the

Treasurer, and the Secretary. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Any signing officer may affix the Corporate Seal to an instrument requiring it.

12.6. **Borrowing Powers**

12.6.1. Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time:

12.6.1.1. borrow money upon the credit of the Corporation;

12.6.1.2. issue notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; AND

12.6.1.3. charge, mortgage, pledge or otherwise create a security interest in the movable or immovable property of the Corporation.

13. **BOOKS & RECORDS**

13.1. **Books & Records**

13.1.1. The Board of Directors shall cause all books and records required to be kept by the Act and by the bylaws of the Corporation to be regularly and properly kept.

13.2. **Contents of Minute Book**

13.2.1. The Minute Book of the Corporation shall contain copies of the Articles of Incorporation and any amendments thereto, Notices of Directors, Notices of Registered Office, the Bylaws of the Corporation as they may be from time to time, all special and ordinary resolutions of members' meetings, approved minutes of the Board of Directors meetings, a register of members, copies or originals of all documents, registers, and resolutions as required by law, and copies of each annual Financial Statement presented to the members at the annual general meetings.

13.3. **Accounting Records**

13.3.1. The accounting records of the Corporation shall include a record of all monies received and expended by the Corporation and the matters in respect of which the monies are received or expended, and a record of all assets and liabilities of the Corporation, as well as all other transactions affecting the financial position of the Corporation.

13.3.2. Reports of 13.3.1. shall be produced for Directors at regular board meetings.

13.4. **Inspection**

13.4.1. The Minute Book of the Corporation shall be open to inspection by the Directors, Auditor, Officers, and all Regular Members of the Corporation. No member who is not a Director shall have any right to inspect any account, book, or document of the Corporation except as such right is conferred by law or is authorized by the Directors.

13.5. **Annual Financial Statements**

13.5.1. The Directors shall ensure that the annual Financial Statements together with the Report of the Auditor are published on its website not more than 4 months after the end of each fiscal year.

13.5.2. At each AGM, the Directors shall present the annual Financial Statements and the report of the Auditor to the members. The Financial Statement shall:

13.5.2.1. be approved by the Board of Directors and be signed by at least two officers;

13.5.2.2. cover a period that ended not more than six months before the AGM.

13.5.2.3. be a comparative statement (except in the case of the first Statement) relating separately to the latest completed fiscal year and the fiscal year next preceding it;

13.5.2.4. be made up of:

13.5.2.4.1. a Statement of Revenue and Disbursements for each period;

13.5.2.4.2. a Statement of Assets and Liabilities at the end of each period; with each Statement containing the information required by the Act to be disclosed in such Statement.

14. **GENERAL**

14.1. **Notices**

14.1.1. Unless otherwise provided in this bylaw, any notice or other document required to be given or sent by the Corporation to any member, Director, Auditor, or other person shall be delivered personally or sent by prepaid mail or by FAX or e-mail addressed to such person at the last address appearing in the books of the Corporation, or, if no address is given there, then addressed to the last address of

such person known to the Secretary of the Corporation.

14.1.2. Any document sent by mail shall be deemed to have been served at the time it would have been delivered in the ordinary course of the mail. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope containing the notice was properly addressed and delivered to the Post Office or placed in a Post Office letter box.

14.1.3. Where a given number of days' notice or notice extending over any period is required to be given, the day of personal service, the day of delivery to the courier, the day of FAX transmission, the day of the e-mail transmission, or the day of posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be included in counting such number.

14.2. **Amendment of Bylaws**

14.2.1. No new bylaw, amendment or repeal of any bylaw shall be voted upon at a meeting of members unless the draft of the proposed change has first been approved by the Eparch.

14.2.2. All bylaws shall be made, amended or repealed by the Regular Members by special resolution at a meeting at which a quorum is present.

14.2.3. Any new bylaw, amendment, or repeal shall be of no force and effect until the final version of the proposed change, as passed by special resolution of the Regular Membership, is approved by the Eparch and declared to be in full force and effect.

14.3. **Dissolution/Winding Up**

14.3.1. Subject to the Act, the Corporation may be liquidated or dissolved by special resolution of Regular Members at an AGM (where proper notice of a motion to dissolve has been given) or at a special general meeting of members called specifically for that purpose. At that meeting, a Board of 5 Administrators plus the Eparch, shall be selected to administer the process of dissolution and distribution of assets.

14.3.2. Subject to the provisions of the Act, upon liquidation or dissolution of the Corporation, the Administrators shall:

14.3.2.1. pay the liabilities of the Corporation;

14.3.2.2. transfer all of the remaining assets to the Ukrainian Catholic Episcopal Corporation of Saskatchewan.

15. **REPEAL**

15.1. All previous bylaws passed by the Corporation as well as the “Constitution” passed March 19, 1995 are hereby repealed.

This bylaw was passed by the Directors of the Corporation on _____.

Secretary _____.

This bylaw was ratified by the membership of the Corporation at an Annual General Meeting on _____.

Secretary _____.

This bylaw was approved by the Eparch on _____.

Most Rev. Bryan Bayda, C.Ss.R.
Eparch of the Ukrainian Catholic Eparchy
Of Saskatoon