

SERBIAN CULTURAL SOCIETY FRULA – BYLAWS

1. ORGANIZATIONAL STRUCTURE:

- 1.1. BOARD OF DIRECTORS: Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
- 1.2. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every month, and shall be called by the President. A special Board meeting may be called on the instructions of any two Board members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days notice in writing, mailed or emailed to each member, or by three (3) days notice by fax or telephone. Any four members of the Board shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board 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.
- 1.3. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- 1.4. Any director or officer, upon a majority vote of all voting members in good standing, may be removed from office for any cause which the society may deem reasonable.
- 1.5. PRESIDENT: The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 1.6. SECRETARY: It shall be the duty of the secretary to attend all meetings of the society and of the Board. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
- 1.7. The Secretary shall also keep a record of all the members of the society and their addresses, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

- 1.8. **TREASURER:** The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide. The board of directors may chose to employ a registered accountant to deal with the society's taxes, WCB annual returns, book keeping, etc. If such an accountant is acquired and employed by the society, the Treasurer will be the direct source of contact and will provide any necessary documents/files to the accountant.
- 1.9. **EMPLOYEES OF THE SOCIETY:** Instructors, Head of Costumes (Kostimograf), and Accountant(s) are all positions in the society that must be filled by qualified individuals. These positions are vital to the operation and delivery of our programs and duties, and therefore cannot be fulfilled by volunteers. Instructors will be paid an hourly wage, an amount that will be deemed appropriate by the Board of Directors from the start of September each year to the end of June the following year. Instructors are labeled as contractors and will be expected to sign an agreement at the start of each September in order to be employed by the society. Head of Costumes (Kostimograf) is a salary position of which an amount will be discussed and agreed upon by the Board of Directors. The Head of Costumes will also be considered as a contractor and will need to sign an agreement at the start of September each year. An accountant can be employed to take care of all tax returns, WCB, AGLC, book keeping, and other financial related aspects of the society. The Board of Directors can chose to fulfill such a position with a qualified individual if it will benefit the operation of the society.

2. OPERATIONAL POLICY:

- 2.1. Operational policy is a living document intended to regulate day to day activities and programs of the society.
- 2.2. Policies are determined, acquired, updated, changed and/or cancelled by the Board during any regular or special meeting by majority of votes.
- 2.3. Members and program participants shall be informed about new policies and/or changes in existing policies in writing no more than 15 days after the new policy and/or change in existing policy has been approved.

3. MEMBERSHIP:

- 3.1. Membership fee, if any, in the society shall be determined, from time to time, by the Board of Directors at any regular or special meeting.

- 3.2. Any person residing in Alberta, being of any age above 5 years, may become a member by signing and submitting the membership and registration form and upon payment of the fee, if there is any. All members in good standing that are 18 years of age and above are considered voting members. All members 17 years of age and below are not eligible to vote but can be represented at any regular or special meeting by their parent and/or guardian.
- 3.3. Membership fee, if any, covers one year starting each year on September 1 and ending on August 31 the following year.
- 3.4. All voting and non-voting members in good standing are entitled to participate in the society's organized activities/programs and representation of our cultural heritage through dance or song. These members are also eligible to travel with the society within and outside of Calgary, Alberta if such an opportunity arises.
- 3.5. It is considered that a member is in good standing when he/she has no outstanding dues owed to the society.
- 3.6. The members of the society are:
 - a) Voting members – All members 18 years of age and older, including the parents of minors who are registered in one or more of our programs BUT excluding anyone who is in a salary/wage based position.
 - b) Non-voting members – All members 17 years of age and under, and anyone who is receiving salary/wage from the society for their services (ex/ instructors, accountant, head of costumes, etc...)
- 3.6.1. All persons being of the full age of 18 years are eligible to become voting members.
 - 3.6.1.1. Voting members are expected to actively engage in the process of voting and decision making for the benefit of the society. This includes democratically voting in a new Board at each Annual General Meeting.
- 3.6.2. All persons being 17 years of age and under are not eligible to vote and are therefore considered non-voting members.
 - 3.6.2.1. Non-voting members are not eligible to vote, but are eligible to attend any or all of the society's member meetings, as well as the Annual General Meeting, if they choose to do so. Any person(s) who is 17 years of age and under can appoint his/her parents and/or guardians to represent and vote on their behalf at any regular or special meeting including the Annual General Meeting. Any person(s) in a paid position may attend any or all of the society's meetings but cannot vote, due to reasons surrounding conflict of interest and bias.
- 3.7. Membership will terminate:

When a member states in writing that he/she does not want to be a member any more. Membership withdrawal is in effect one month after the written request for termination had been received by the

Board Secretary. Once withdrawn, member has no continuing obligations except for existing personal debts to the society.

3.8. Membership will be revoked if a member, voting or non-voting:

- a) is convicted of a criminal act
- b) fails to pay membership dues, if any, within a month of registering as a member of the society
- c) tarnishes the reputation of the society by behaving inappropriately at society's programs and/or events
- d) bullies or threatens other members or program/event participants
- e) physically or verbally abuses directors, instructors, members, and/or program/event participants

Decision for dismissing is made by the Board at any Board meeting by majority of votes and a member, who is subject to dismissal, is informed about said decision in writing.

3.9. Membership of a voting member may be suspended if said member does not actively engage in the process of voting and decision making that results in disruption of society's activities and operations.

4. AUDITING:

4.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year is April 30.

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

5. MEETINGS:

5.1. ANNUAL GENERAL MEETING (AGM): The society shall hold an annual meeting on or before June 30 every second year.

5.1.1. Notice of the meeting shall be in writing to the last known email address of each member and sent two weeks (14 days) prior to the date of the meeting.

- 5.1.2. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three Members at Large. The elected executives shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the discretion of the Board given that the nominee receives majority of the votes during a regular or a special Board meeting. Any member in good standing and with relevant experience shall be eligible to any executive position in the society, and is democratically voted in by all voting members at the AGM.
- 5.1.3. Other agenda topics, if any, of which the members are notified prior to the meeting, will be determined and added by the Board.
- 5.1.4. Voting members of the society can suggest other specific agenda topics that will be considered only if the motion to include them in the agenda is submitted to the Board in writing before the meeting is called.
- 5.2. **GENEAL MEETINGS:** General meetings of the society may be called at any time upon the instructions of the President or Board.
 - 5.2.1. Notice of the meeting shall be in writing to the last known address of each member, delivered in the mail and/or email seven (7) days prior to the date of the meeting.
 - 5.2.2. Agenda topics for this meeting is determined and added by the Board and sent out to the members prior to the meeting.
- 5.3. **SPECIAL MEETING:** A special meeting shall be called by the Board when there is an urgent matter to address or by the President or Secretary upon receipt of a petition signed by one-third of the voting members in good standing, setting forth the reasons for calling such meeting.
 - 5.3.1. Notice of the meeting shall be in writing to the last known address of each member and delivered in the mail and/or by email two weeks (14 days) prior to the date of the meeting.
 - 5.3.2. Detailed agenda for this meeting shall be submitted to the Board by the persons calling for the meeting and sent out to the members prior to the meeting. No other matters except for those listed on the agenda will be addressed at this meeting.

6. QUORUM:

- 6.1. 20% of voting members in good standing shall constitute a quorum at any meeting. In the event that less than the required number of voting members is present, they shall not be empowered to conduct any business for the Society, but shall have the authority to adjourn the meeting for a minimum of one (1) hour. In the event that after the adjournment a majority of voting members as described is still not present, the meeting may reconvene and those voting members actually present shall constitute the quorum for the transaction of the business of the Society that comes before it.

7. VOTING:

- 7.1. Voting at any meeting shall be a show of hands. However, any two (2) delegates may demand that a secret ballot be taken.
- 7.2. Any voting member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society.
 - 7.2.1. Each voting member in good standing with the society has one (1) vote.
 - 7.2.2. A majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 7.3. VOTING BY PROXY: In such cases where the issues and resolutions to be voted on have been identified and sent out to all the members prior to the meeting, voting members that are entitled to vote in person are also permitted to vote by means of a proxy. A proxy entitles the person who is appointed by the voting member of the society, as the nominee of the member to attend and act at the meeting in the manner to the extent, and with the power, conferred by the proxy.
 - 7.3.1. All voting by proxy shall be on a written form accepted and approved by the Board of Directors, and proxies shall be registered before the start of the meeting.
 - 7.3.2. No one person shall be entitled to hold more than three (3) proxies at a meeting.
- 7.4. VOTING IN WRITING OR BY E-MAIL: In such cases where the issues and resolutions to be voted on have been identified and sent out to all the members prior to the meeting, voting members that are entitled to vote in person are also permitted to vote in writing or by means of an email.
 - 7.4.1. Voting in writing or by email will be conducted in such manner that all voting members can reply to the society's address or email with their respective votes on any given topic that will be discussed. When sending in votes, members must make sure that they put their name and/or their member number on it. These votes can then be then emailed or sent by the regular mail or handed in in person to the Board prior to the meeting.
 - 7.4.2. All votes must be received in writing or by email before the start of the meeting and must be reviewed by the Board.

8. REMUNERATION:

- 8.1. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

9. BORROWING POWERS:

- 9.1. 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.
 - 9.1.1. Board of Directors has authority to decide to borrow amounts to up \$5000.00 CAD.
 - 9.1.2. Borrowing amounts higher than \$5000.00 CAD must get approval of the majority of the voting members of the society.
 - 9.1.3. Borrowing by issuing debentures must get approval of the voting members of the society by having a special resolution regarding this matter passed by a 75% majority.

10. BYLAWS:

The Bylaws may be rescinded, altered or added to by a “Special Resolution” in accordance with 1(d) of the Societies Act:

- (d) “special resolution” means
 - (i) a resolution passed
 - (A) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

11. DISSOLUTION:

- 11.1. Decision of dissolution of the society is made by the Board with prior agreement with majority of voting members at a special meeting scheduled for the sole purpose of deciding on the termination of the society. Once the decision has been made official the President of the Board is responsible for informing the authorities within 2 weeks (14 days).
- 11.2. In the case of dissolution:
 - 11.2.1. The entire inventory of the society is to be donated to the Saint Simeon Mirotocivi, Orthodox Church in Calgary, Alberta

11.2.2. All the monetary and gaming proceeds of the society remaining after paying debts and liabilities are to be:

- i. disbursed to eligible charitable or religious groups or purposes; or
- ii. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious groups or purpose approved by the Board.