

Selkirk and District Ukrainian School of Dance Inc.

1. Preamble

1.1. This bylaw relating to the transaction of the Selkirk & District Ukrainian School of Dance Inc., an organization with our share capital incorporated under the Manitoba Corporations Act. These bylaws regulate the transaction of business and affairs of Selkirk & District Ukrainian School of Dance Inc., herein after referred to as the Organization.

1.2. The Organization is non-profit and non-political.

2. Mandate

2.1. The aims of the Organization shall be to promote the appreciation and preservation of Ukrainian cultural traditions as a contribution to the development of Canada's culture, to educate the citizens of the district in the origins and development of Ukrainian music and dance and to encourage understanding between Canadians.

2.2. The purpose of the Organization shall be carried out without purpose of gain for its Members, and any profit or other accretions to the society shall be used for promoting its purpose (non-profit clause).

2.3. The Organization is a learning School that is open to all ages 3 and up who are willing to learn Ukrainian dance.

3. Membership

3.1. Each Director shall be a parent of a dancer, adult dancer or member of the public that has an interest in pursuing Ukrainian culture.

3.2. Adult dancers and all parent(s)/guardian(s) of children receiving dance instruction from the Organization. Youth Membership shall consist of all dancers under the age of majority in Manitoba.

3.3. Any person who is interested in the Organization and is willing to abide by all of its rules and regulations may become eligible for Membership.

3.4. Adult Membership status shall provide the Member with full voting privileges and the right to hold office on the Board of Directors.

3.5. The Board of Directors shall have discretion to accept or cancel any Memberships, subject to review by the Board of Directors by a majority vote of the Members at a Board Meeting.

3.6. The Board of Directors shall determine annually what Membership fee shall be levied and the amount.

3.7. The fees shall be paid annually or as determined by the Board of Directors. Fees shall be payable in full on the first day of classes or in two (2) equal payments, the first half on the first day of classes and the second half no later than November 30th each year.

3.8. Any Member may resign from the Organization by sending or delivering a written notice to the President or in their absence, the Vice-President. Such notice shall be presented to the Board at the next meeting.

3.9. Any Member who fails to renew their Membership within the time prescribed by the Board shall cease to be a Member of the Organization.

3.10. Every adult Member in good standing is entitled to attend any Annual General Meeting, General or Special.

4. Meeting of Members

- 4.1. Vote at any Annual General Meeting.
- 4.2. Be elected to the Board of Directors.
- 4.3. Be a Member and participate in committees.

5. Meeting of Members

5.1. The Organization shall hold an annual meeting no later than three (3) months following the end of the fiscal year. The Board sets the date, place and time of the meeting.

5.1.1. At each Annual General Meeting, the following items of business shall be dealt:

- 5.1.1.1. Minutes of the preceding general meeting.
- 5.1.1.2. Consideration of the annual report of the Directors.
- 5.1.1.3. Consideration of the financial statements and the report of auditors.
- 5.1.1.4. Election of Officers.
- 5.1.1.5. Election of Directors.
- 5.1.1.6. Appointment of Auditors.
- 5.1.1.7. Any other business as may come before it.

5.1.2. Notice of the Annual General Meeting shall be given in writing not less than 30 days before the meeting, to each Member who is entitled to attend the meeting.

5.1.3. A quorum at any meeting of Members shall be a simple majority of eligible voting Members present.

5.1.4. Each eligible Member present shall have one (1) vote.

5.1.5. There shall be no provision for a proxy vote.

5.1.6. Voting for Board Member positions, motions and amendments shall be by show of hands, unless a secret ballot is requested by any eligible Member present.

6. Powers of the Board

6.1. The Board shall be the ultimate policy making body for the Organization and shall establish such programs and services as are necessary to meet the objectives of the Organization.

7. Composition

7.1. The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, Costume Coordinator, Fundraising Coordinator, Recital Coordinator and two (2) Members at Large.

8. Eligibility

8.1. Each Director shall:

8.1.1. Be at least 18 years of age.

8.1.2. Be a parent of a dancer, an adult dancer or a member of the public that has an interest in preserving Ukrainian culture.

8.1.3. Not hold a paid position with the Organization and not enter into a contract for services with the Organization.

8.1.4. Not hold a paid position, be a Member or a Director of another Ukrainian Dance School.

8.1.5. Be interested in working to further the objectives of the Organization.

9. Selection of Directors

9.1. The nominating committee shall submit to the Membership at the Annual General Meeting, after determining the willingness of the nominees to serve, a single slate of nominees for Membership on the Board of Directors. Additional nominations may be solicited from the Membership present at the Annual General Meeting and included for final balloting upon confirmation of eligibility.

9.2. Ballots shall be counted by three (3) Members selected and agreed upon by the Membership present at the Annual General Meeting.

10. Terms of Office

10.1. All Directors of the Board shall be elected for a one-year (1-year) term. Where an appointment is made by the Board, that appointee will serve until the next annual election of Directors.

11. Vacancy

11.1. The Office of Director shall be vacated if:

11.1.1. A Director submits a written resignation to the Chair of the Board.

11.1.2. The Director dies.

11.1.3. At a special meeting of the Members present at the meeting to remove a Director from Office for just cause.

11.2. Should vacancies occur, the Board may appoint a replacement to fill the vacancy until the next Annual General Meeting of the Membership.

11.3. In the event that more than 50% of the Board of Director positions are vacant after the Annual General Meeting, Troyanda would be asked to administer the dance School until more than 50% of the positions are filled.

12. Removal

12.1. Voting Members may remove any Director before the end of their term by a 3/4 vote at a Special General Meeting called for this purpose.

12.2. Any Director who misses three (3) consecutive meetings of the Board shall automatically cease to hold Office. A Director so removed may be reinstated by a Board motion.

13. Meetings

13.1. A meeting of the Board shall be held at such times and places that the Board may determine, however, not less than eight (8) meetings shall be held in a given fiscal year.

14. Voting

14.1. Each Director has one (1) vote.

14.1.1. In the case of an equal vote, the motion will be defeated.

15. Remuneration

15.1. Where a Director, either on their behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in a matter, or otherwise has a conflict of interest as a Director, they:

15.1.1. Shall disclose their interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board.

15.1.2. Shall not take part in any discussion of or vote on any question in respect of the matter.

15.2. The pecuniary or personal interest, direct or indirect, of an immediate family member shall if known to the Director, be deemed to be also the pecuniary interest of the Director.

15.3. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

16. Duties of Directors

16.1. The Board and individual Directors represent the Membership of the Organization and are directly accountable to this Membership. They also have a fiduciary duty to those who provide funds to the Organization and to its staff for the sound administration of the Organization. In addition, the Directors have a general duty of trust to those served by the Organization and to the general public.

17. Limitations on the Powers of Individual Directors

17.1. No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Organization and to its staff or the sound administration of the Organization except as provided in this bylaw or by resolution by the Board.

18. Duties of President

18.1. General: shall be responsible for Chairing all meetings of the Board. They ensure that all Board matters are handled properly. Will be responsible to orientate any new Board Members.

18.2. Community: speaks to the media and the community on behalf of the Organization. Represents the agency in the community.

18.3. Meetings: Develops agendas for meetings. Presides at Board meetings.

18.4. Committees: recommends to the Board which committees are to be established. Seeks volunteers for committees, coordinates individual Board Members for committees and coordinates individual Board members' assignments. Makes sure each committee has a Chairperson and stays in touch with Chairperson to be sure that their work is carried out; determines whether Executive Committee meetings are necessary and convenes the committee accordingly.

19. Duties of Vice President

19.1. General: shall in absence of the President, Chair Meetings of the Organization.

19.2. Shall coordinate activities relating to performances.

19.3. Shall assist the Secretary with correspondence.

20. Duties of the Treasurer

20.1. General: Manages the Board's review of, and action related to, the Board's financial responsibilities. Is responsible for implementing/maintaining financial procedures and systems including the receiving and depositing of all funds.

20.2. Reports: ensures that appropriate financial reports are made available to the Board. Regularly reports to Board on key financial events, trends, concerns and assessment of fiscal health.

20.3. It is recommended that the Treasurer have an assistant.

20.4. The Treasurer may establish a committee if deemed necessary by the Treasurer.

21. Duties of the Secretary

21.1. The Secretary shall keep minutes of all the meetings and manage all correspondence of the Board.

21.2. The Secretary shall coordinate communication within the School. This may include but is not limited to website updates, newsletters, meetings with class representatives, etc.

21.3. The Secretary may establish a committee to aide in the communication within the School if deemed necessary by the Secretary.

21.4. The Secretary shall be in charge of all promotional activities including but not limited to newspaper ads, advertising for events, etc.

22. Duties of the Costume Coordinator

22.1. Shall maintain an up-to-date record of costumes and paraphernalia owned by Selkirk and District Ukrainian School of Dance.

- 22.2. Shall coordinate with instructors their needs for costumes.
- 22.3. Shall make provisions for the storage, security, repair, replacement and cleaning of costumes and paraphernalia.
- 22.4. Shall make arrangements for the acquisition of all new costumes or materials once approved by the Board of Directors.
- 22.5. The Costume Coordinator may establish a committee to aide in their duties if deemed necessary by the Costume Coordinator.

23. Duties of the Fundraising Coordinator

- 23.1. Shall promote and manage all fundraising activities in collaboration with the Board of Directors.
- 23.2. Shall maintain financial records related to fundraising and submit these to the Treasurer of the Board.
- 23.3. May establish a committee to aide with fundraisers if deemed necessary by the Fundraising Coordinator.

24. Duties of the Recital Coordinator

- 24.1. Shall coordinate the annual recital. This shall include but is not limited to location, ticket sales, program design and creation, props, line-up and story line.
- 24.2. May establish a committee if deemed necessary by the Recital Coordinator.

25. Members at Large

- 25.1. There shall be two (2) available positions for Member at Large.
- 25.2. They shall be involved in projects undertaken by the Board as required.

26. Standing Committees

- 26.1. The Board may appoint such other Standing Committees as deemed necessary. The Board shall designate a Board Member to be the Chairperson of each committee of the Board. Each Committee Chairperson shall report back to the Board as specified in its mandate.
- 26.2. One such committee will be a collaboration committee between Selkirk and District Ukrainian School of Dance and Troyanda Ukrainian Dance Ensemble, consisting of at least one (1) Member from each Organization whom will attend each other's Board meetings.
 - 26.2.1. Committee Members shall not sit on both Boards of Directors.

27. Indemnification

- 27.1. The Organization shall indemnify Directors who have undertaken any reliability on behalf of the Organization if they acted honestly and in good faith with a view towards the best interests of the Organization; and in the case of criminal or administrative action, they had reasonable grounds for believing their conduct was lawful.

28. Finances and Administration

28.1. Fiscal Year

28.1.1. Unless otherwise determined by resolution of the Board of Directors of the Organization, the financial year shall begin on the first (1st) of September in each year.

28.2. Execution

28.2.1. Deeds, transfers, assignments, contracts, obligations, certificates and all other documents may be signed on behalf of the Organization by two (2) persons, one (1) being the President or Vice President and the other being the Secretary or Treasurer.

28.3. Signing Authority

28.3.1. The signing Officers shall be any two (2) of the Treasurer, President and one (1) other Board Member to be appointed by the Board.

28.4. Borrowing Powers

28.4.1. The Board may authorize the borrowing of funds to meet the objectives and operations of the Association.

28.5. Investment Authority

28.5.1. The funds of the Organization may be retained in whole or in part by cash or be invested and reinvested in a guaranteed investment as the Board of Directors may deem desirable.

28.6. Records and Books

28.6.1. The Board shall see that all books and records of the Organization required by the bylaws of the Organization or by any applicable statute or law are regularly and properly kept.

28.7. Audit of Accounts

28.7.1. The financial records shall be, at the end of each fiscal year, handed over to the Auditor appointed by the Board of Directors, at the previous year's Annual General Meeting. The audited financial report shall be presented at the current Annual General Meeting.

28.8. Parliamentary Authority or Rules of Order

28.8.1. The parliamentary authority for the Organization shall be Robert's Rules of Order, Newly Revised.

28.9. Amendment of Bylaws

28.9.1. The bylaws may be amended or rescinded or added to at the Annual General Meeting of the Members by a simple majority vote of the Members present, where appropriate notice detailing the changes to the bylaws has been given in writing to the Membership at least 21 days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes. Such notice is not required where unanimous approval is given by the General Members attending the Annual General Meeting to waive provision of written notice.

28.10. Winding Up or Dissolution

28.10.1. On the winding up or dissolution of the Organization, the funds or assets remaining after all debts have been paid shall be distributed to Troyanda Ukrainian Dance Ensemble first, second to a charitable institution with similar goals to that of this dance Organization or if this cannot be done, to another charitable institution recognized by Canada Revenue Agency, with a similar mandate, as qualified under the provisions of the Income Tax Act of Canada or as determined by its Members at dissolution.

Glossary

Accretions - Growth or enlargement, especially by addition from without

Admitted - To permit to have certain privileges

Adult - Any person being the legal age of majority (18 years) or older

Auditor - A person appointed to examine and verify accounts and claims

Director - One of a group of persons who direct the affairs of an organized body

Executive Committee - Directors holding the offices of President, Vice President, Secretary and Treasurer

Good Standing - Members who have paid the annual dues (either in full or half paid at registration with a post-dated cheque)

Indemnification - To secure against hurt, loss or damage

Membership - The state or status of being a member

Membership Fees - The registration fee paid for receiving dance instruction from the Organization

Officer - One elected to manage the affairs of an Organization

Pecuniary - Involving a confidence of trust

Quorum - The numbers required to be present for business to be legally transacted

Simple Majority - 50% plus one (1)

Unanimous - Formed with or indicating the agreement of all (100%)