



Ukrainian Canadian Congress Alberta Provincial Council

Special Resolution

I hereby certify that the following Special Resolution was passed at the meeting of the members of the Ukrainian Canadian Congress Alberta Provincial Council on November 30, 2007.

The Special Resolution to change the By-laws is as follows:

“The existing by-laws are repealed and replaced by the attached by-laws”.

Date: November 14, 2008

Signature: *Daria Luciw*

Name: DARIA LUCIW

Title: PRESIDENT

BYLAWS
UKRAINIAN CANADIAN CONGRESS ALBERTA PROVINCIAL COUNCIL



1 NAME

The name of the society shall be: Ukrainian Canadian Congress Alberta Provincial Council
and it shall use the acronym UCC-APC

2 AFFILIATION

UCC-APC is a provincial arm of the national body known as UKRAINIAN CANADIAN CONGRESS, ("UCC"), a body corporate formed by letters patent pursuant to the *Canada Corporations Act*. Under the bylaws of the UCC, the President of UCC-APC or her/his designate is ex officio a member of the Presidium Board of the UCC. The bylaws of the UCC-APC shall be read in conjunction with the bylaws of the UCC and where there is any inconsistency between them, the bylaws of the latter shall prevail.

3 HEADQUARTERS

The headquarters of the UCC-APC shall be the city or place last designated by an Annual Meeting.

4 OFFICIAL LANGUAGES

The official language of the UCC-APC is Ukrainian, and where necessary English and/or French.

5 MEMBERSHIP

5.1 Membership in the UCC-APC shall be open to:

- a) UCC Branches in Alberta recognized as such by the UCC
- b) "Representations" from communities referred to in Article 19
- c) "Trustees" referred to in Article 19
- d) "Provincial Constituent organizations" referred to in Article 19
- e) Such Ukrainian Canadian organizations whose work is carried on in the Province of Alberta, as the Board of Directors of the UCC-APC (the "Board") may recognize and accept and who support the objectives of the UCC and the UCC-APC.

A list of Members in good standing will be circulated at each Annual Meeting.

5.2 Membership Fees

Members pay to the UCC-APC the annual membership fee prescribed for each category of membership by the Board and communicated in writing to each Member. In the event of non-payment of the membership fee for a period of two (2) consecutive years, the Member ceases to be a member at the expiration of a period of one hundred and eighty (180) days following the mailing by registered mail of a written notice from the Board addressed to the Member to the last known address of such Member advising of such default.

5.3 Any Member may withdraw from membership in the UCC-APC by formally announcing its intention to withdraw six (6) months in advance. The notice of withdrawal must be submitted to the Board in writing signed by the duly authorized officers of the Member. At the time of such withdrawal, the withdrawing Member is duty bound to fulfill all financial obligations to the UCC-APC.

- 5.4 Any Member may be expelled from membership for any cause that the UCC-APC may deem reasonable upon a majority vote of Seventy-five percent (75%) of all Voting Delegates of the UCC-APC present and entitled to vote at an Annual Meeting.
- 5.5 Voting Rights of Members
- 5.5.1 Members have the right to vote at Annual Meetings, General Meetings and Special Meetings (collectively referred to as "Membership Meetings") through individuals known as Voting Delegates chosen by the Members and such Voting Delegates may vote in person, but not by proxy, at the Membership Meetings.
- 5.5.2 Each Member that is a UCC Branch in Alberta has the right to choose Five (5) Voting Delegates and each such Voting Delegate shall have One (1) vote at all Membership Meetings. No individual shall have more than One (1) vote.
- 5.5.3 Each Member that is a Provincial Constituent Organization in Alberta has the right to choose Five (5) Voting Delegates and each such Voting Delegate will have One (1) vote at all Membership Meetings. No individual shall have more than One (1) vote.
- 5.5.4 Each Member organization has the right to choose Five (5) Voting Delegates and each such Voting Delegate will have One (1) vote at all Membership Meetings. No individual shall have more than One (1) vote.
- 5.5.5 Each Member that is a "Representation" or a "Trustee" has the right to choose One (1) Voting Delegate and each such Voting Delegate will have One (1) vote at all Membership Meetings. No individual shall have more than One (1) vote.
- 5.5.6 No individual can be a Voting Delegate for more than one Member.

6 BOARD OF DIRECTORS

6.1 Board of Directors:

- 6.1.1 The Board shall consist of the following Directors:
- a) Honorary President, if any
 - b) Past President
 - c) President
 - d) President Elect
 - e) Vice-President – Northern Region (Edmonton), being the President of the UCC-Edmonton Branch
 - f) Vice-President – Southern Region (Calgary), being the President of the UCC-Calgary Branch
 - g) Secretary
 - h) Treasurer
 - i) Directors – Presidents or designates of all Member "Provincial Constituent Organizations", "Trustees" and "Representations" as recognized at the Annual Meeting.
- 6.1.2 The President, President Elect, Secretary, Treasurer shall be elected by the Members of the UCC-APC at the Annual Meeting.
- 6.1.3 Where the immediate Past President is unable or unwilling to participate or where that person is deceased, the Board may call upon any other past president to fill that position.

- 6.1.4 The term of office of the elected Board Members shall be two years, unless an officer specifies upon election to office that she/he is willing to serve only one year. In that event, the Annual Meeting shall elect that individual to a one-year term.
- 6.1.5 From the elected Directors, the Board shall elect directors to chair committees established by the Board as required.
- 6.1.6 When necessary, the UCC-APC may appoint an individual from outside the UCC-APC to head or to be a member of any additional committee task force or commission, but that individual shall have no voting rights on the Board.
- 6.1.7 Any Director or Officer, upon majority of vote of all Members in good standing, may be removed from office for any cause which the society may deem reasonable.

6.2 Powers of the Board of Directors

The Board shall, subject to the bylaws or directions given it by majority vote of the Voting Delegates at any Membership Meeting of the UCC-APC properly called and constituted have full control and management of the affairs of the UCC-APC. The Board shall, conduct the affairs of the UCC-APC in accordance with these bylaws, the bylaws of the UCC, the resolutions, motions and directions at the Annual Meeting or Triennial Congress of the UCC, and the Annual Meeting of the UCC-APC. The Board has the authority to retain any employee or consultant it deems necessary in completing its work.

7 MEETINGS OF THE UCC-APC BOARD

- 7.1 Meetings of the UCC-APC Board shall be called by the President and held regularly every month as well as when necessary. Quorum shall be no less than 6 Members of the Board.
- 7.2 Notice of meetings of the Board shall be valid if given at a prior meeting of the Board, or by phone or mail one week in advance thereof.
- 7.3 Minutes of regular Board meetings shall be made available to all Board members.
- 7.4 Members of the Audit Committee shall be entitled to attend Board meetings in a non-voting capacity to observe proceedings for audit purposes.

8 GENERAL MEETINGS OF THE UCC-APC

- 8.1 General Meetings of the UCC-APC may be held when called by either the President or on motion of the Board.
- 8.2 Quorum for the conduct of business at General Meetings shall be fifteen (15) Voting Delegates.
- 8.3 Notice of General Meetings shall be valid if sent in writing to the last known address of each Member twenty-one (21) days in advance thereof.
- 8.4 Only Voting Delegates of Members on record with the Secretary of the UCC-APC shall be eligible to vote at General Meetings in each fiscal year of the UCC-APC.
- 8.5 All voting shall be done in person and not by proxy.

- 8.6 All motions, except as specifically provided for in these bylaws, shall be by simple majority vote of the Voting-Delegates.

9 ANNUAL MEETINGS AND SPECIAL MEETINGS OF THE UCC-APC

- 9.1 The Board of the UCC-APC shall call the Annual Meeting of the UCC-APC within a period not exceeding three months after the fiscal year-end by mailing a notice in writing to each Member at its last known address at least twenty-one (21) days prior to the date of the Annual Meeting. The community media and press shall also be notified of such meeting.
- 9.2 Only Voting Delegates of Members on record with the Secretary of the UCC-APC shall be eligible to vote at the Annual Meetings and Special Meetings in each fiscal year of the UCC-APC.
- 9.3 All voting shall be done in person or by proxy.
- 9.4 In addition to their voting privileges, Voting Delegates are eligible to be elected to positions on the Board.
- 9.5 All motions, except as specifically provided for in these bylaws, and all decisions and all election of officers at the Annual Meeting shall be by simple majority vote of the Voting Delegates.
- 9.6 The Annual Meeting in each and every year shall be chaired by the UCC-APC President and the agenda of every Annual Meeting shall include, among other matters, the following:
- a) Appointment of a Secretary for the purpose of recording the Annual Meeting,
 - b) Report of the President,
 - c) Report of the Treasurer,
 - d) Report of the Audit Committee,
 - e) Election of a new Board, where applicable, or filling vacancies in Board positions,
 - f) Election of an Audit Committee of not less than three (3) individuals each of whom is a Voting Delegate or member of one of the Members of UCC-APC,
 - g) Resolutions, motions, and directions for future UCC-APC activities.
- 9.7 Minutes of each Annual Meeting shall be ready not later than sixty (60) days following the meeting and a copy of the minutes shall be sent to the UCC.
- 9.8 Quorum for the conduct of business of the Annual Meeting shall consist of fifteen (15) Voting Delegates. In the event of the absence of such quorum after thirty minutes, the meeting shall be adjourned for a period of one week and at that time the Voting Delegates present shall constitute a duly authorized quorum provided that there are at least five (5) Voting Delegates.
- 9.9 The following rules shall apply to Special Meetings of the UCC-APC:
- a) Special Meetings shall be called by the President or Secretary upon receipt of a petition signed by one-third of the Voting Delegates who were entitled to vote at the last preceding Annual Meeting, setting forth the reasons for calling such meeting and notice for such meeting shall be mailed in writing to the Members to their last known address at least twenty-one (21) days prior to the meeting.
 - b) The rules for special meetings, including the calling of such meetings, Voting Delegates, participation, voting procedures, production of minutes and quorum for conduct of business shall be the same as those that apply to Annual Meetings as set out herein.

10 NOMINATING COMMITTEE

- 10.1 The Board shall appoint a Nominating Committee consisting of not less than three (3) individuals for the purpose of proposing individuals to serve on the Board, for the following term of office. The Nominating Committee shall present its report to the Annual Meeting.
- 10.2 In addition to the list of candidates proposed by the Nominating Committee for positions on the Board, Voting Delegates at the Annual Meeting have the right to present nominations from the floor.
- 10.3 The maximum term of office for a Board position may be three (3) consecutive terms. A member shall be eligible for re-election after an absence of one term.

11 FINANCES, BORROWING AND AUDIT

- 11.1 Without affecting the budget, structure or liability of the UCC, or any of the Members, the operating expenses of the UCC-APC shall be the responsibility of the UCC-APC and in this regard the UCC-APC may raise funds from public or private sources.
- 11.2 The Board will encourage its Members to support collections for the UCC National Fund and the UCC-APC Fund.
- 11.3 The fiscal year of the UCC-APC shall be from September 1 to August 31 of the following year. Financial reports shall be ready not later than two (2) months after the year-end. During that period, the Audit Committee is required to conduct an audit of the finances and administrative records.
- 11.4 For the purposes of carrying out the objects of the UCC-APC, the Board may borrow, raise or secure the payment of money in such manner as deemed necessary by simple majority vote, and may also issue debentures, provided that such debentures are sanctioned by a special resolution of the UCC-APC at a Membership Meeting.
- 11.5 Audit
The books, accounts, and records of the Secretary and the Treasurer shall be audited at least once each year by an Audit Committee of not less than three (3) individuals elected at each Annual Meeting to serve for a term of one (1) year to the time of the next Annual Meeting. The Audit Committee shall:
 - a) Consist of a chairperson and at least two (2) other individuals, each of whom is a Voting Delegate or a member of one of the Members of the UCC-APC,
 - b) Be entitled to receive a copy of the minutes of the Annual Meeting and meetings of the Board, and General and Special Meetings,
 - c) Examine all books and records of the UCC-APC on a quarterly basis,

12 DUTIES OF OFFICERS AND DIRECTORS

- 12.1 President
The President shall be the chief executive officer of the UCC-APC. The President shall preside at all meetings of the Board. The President shall see that all directives of the UCC and the UCC-APC are carried into effect.

- 12.2 President Elect
The President Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be directed by the Board.
- 12.3 Treasurer
The Treasurer shall be responsible for all assets, funds and securities of the UCC-APC and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the financial books of the UCC-APC, depositing all monies in the name and to the credit of the UCC-APC in such chartered bank or trust company as may be designated by the UCC-APC from time to time. The Treasurer shall disburse funds as may be directed by proper authority taking proper vouchers for such disbursements, rendering to the UCC-APC at its meetings, or whenever the Board may require it, an accounting of all transactions.
- 12.4 Secretary
The Secretary shall attend all meetings and act as clerk thereof, recording all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings, and shall perform such other duties as may be directed by the Board. In 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 UCC-APC and be under the direction of the President and the Board.
- 12.5 Indemnification
The UCC-APC shall defend, indemnify and save harmless every member of the Board against any and all claims, actions, suits or proceedings made, brought, commenced or prosecuted against a member of the Board in respect to any action, deed, matter or thing made, done or permitted by him, in the execution of his duties or functions as a member of the Board except:
- (a) if the claim, action, suit or proceeding is occasioned by the willful neglect of the member or the Board; or
 - (b) in respect of a claim, action, suit or proceeding brought by the UCC-APC against the member of the Board.

13 REMUNERATION AND RE-IMBURSEMENT OF OFFICERS AND DIRECTORS

- 13.1 No member, officer or director of the UCC-APC is entitled to any remuneration for work done or for serving as an officer or director. Reasonable expenses may be paid to officers and directors for expenses incurred on behalf of the UCC-APC or in the course of conducting business previously sanctioned pursuant to the policies of the UCC-APC or as approved by the Board.
- 13.2 No part of the funds, income, assets or revenue of the UCC-APC is payable to or otherwise available for the personal benefit of any Board member of the UCC-APC.
- 13.3 Members of the Board may terminate their position for personal reasons or in the event of circumstances that make it impossible to carry out their duties as members of the Board.
- 13.4 The Board may, by a two-thirds majority of votes remove a member of the Board, except the President, if such member is unable or unwilling to perform his functions or discharge his duties with the right to appeal to the next General or Annual Meeting. The Board may also fill any vacancy on the Board.

14 MINUTES, BOOKS AND RECORDS

- 14.1 The Secretary or Treasurer, as the case may be, shall keep or supervise the keeping of minutes, books and records in which the following data is recorded:
- a) The minutes of meetings of both the Board and the Membership Meetings,
 - b) An up-to-date list of Members of the Board of UCC-APC, and Voting Delegates from the most recent Annual Meeting together with their addresses and a description of any special duties assigned to them,
 - c) The audited financial reports furnished in accordance with these bylaws, and
 - d) An up-to-date copy of these bylaws and those of the UCC, accurately reflecting the latest amendments to each, if any.
- 14.2 The books and records of the UCC-APC may be inspected by any member of the Board of Directors at the office of the UCC-APC during regular business hours provided that at least two (2) business days prior notice has been provided to the Secretary of the UCC-APC. Members of the UCC-APC shall not have the right to inspect the books and records of the UCC-APC.

15 SEAL

The UCC-APC shall have a corporate seal which shall be in the care and custody of the Secretary. The seal, whenever used, shall be authenticated by the signature of the Secretary or the President, or in the case of the death or inability of either to act, by the President Elect.

16 CHANGES TO BYLAWS

- 16.1 These bylaws shall not be rescinded, altered or added to (hereafter referred to as "proposed changes") unless there is full compliance with these prior requirements:
- a) Proposed changes are presented and passed as a special resolution at a General Meeting, and
 - b) Prior written notice of proposed changes specifying:
 - (i) The subject matter,
 - (ii) Existing article(s) to be affected, and
 - (iii) The precise text of proposed changesis mailed to the UCC-APC membership by ordinary mail at least twenty-one (21) days in advance of the date established for their consideration.
- 16.2 Upon a special resolution being so passed, the rescission, alteration or addition to the bylaws resulting shall take effect immediately after the adjournment of such General Meeting, provided the provisions of Article 16.3 occur.
- 16.3 Any rescission, alteration or addition of these bylaws shall not take effect and shall not be acted upon or enforced until the prior written consent of the UCC has been obtained and the rescission, alteration or addition of the bylaws has been registered with the Registrar pursuant to the Societies Act, R.S.A. 2000, c. S-14 as amended.

17 INTERPRETATION OF BYLAWS AND CONDUCT OF MEETINGS

- 17.1 In the event of a dispute in the interpretation of these bylaws, the matter shall be referred to the UCC to arbitrate the dispute and their decision shall be final and binding. In the event that the UCC declines, refuses or neglects to initiate arbitration within 30 days, the matter shall be arbitrated pursuant to the *Arbitration Act* of Alberta.
- 17.2 All procedures followed at Membership Meetings and meetings of the Board, committees, task forces or commissions shall be governed by ROBERTS RULES OF ORDER as amended from time to time, if such procedure is not specified in the UCC-APC bylaws.

18 WINDING UP

- 18.1 The UCC-APC may be wound up only:
- a. by a unanimous vote of the Board members present at a regular meeting thereof at which prior written notice of such motion is provided to all members thereof, or
 - b. by a special resolution passed at a General Meeting.
- 18.2 Upon dissolution the assets and funds of the UCC-APC shall be transferred to the UCC.

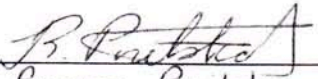
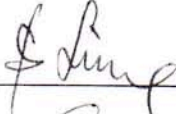
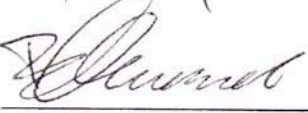


19 INTERPRETATION

In these bylaws the following words or terms have the following meaning:

- a) Annual Meeting (AM) refers to what was previously known as Annual General Meeting (AGM).
- b) "UCC" means Ukrainian Canadian Congress, which consists of the National Executive Committee, Officers (of UCC), national constituent organizations and their members.
- c) "UCC-APC" means Ukrainian Canadian Congress, Alberta Provincial Council, the society constituted herein.
- d) "Provincial Constituent organization" means any organization, which adheres to the aims of both the UCC and the UCC-APC.
- e) "Member Organization" means any "Provincial Constituent organization", "Representation" or "Trustee" who is a member in good standing of the UCC-APC
- f) "Triennial Congress" means the Triennial Congress of Ukrainian Canadians held in accordance with the bylaws of the UCC.
- g) "Representations" means a representative body comprising three individuals who agree to abide by these bylaws and the UCC bylaws and who are found in those communities in Alberta where no constituent organizations exist.
- h) "Trustee" means a person to whom the UCC-APC Board has delegated the duty of local representative.

- i) "Special resolution" means
- (i) a resolution passed
 - 1. at a General or Annual Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - 2. by a vote with no less than seventy-five percent (75%) of Member Organizations in attendance who vote in person, one vote, one delegate, or
 - (ii) a resolution proposed and passed as a special resolution at a General or Annual Meeting of which less than twenty-one (21) days notice has been given, if all Members entitled to attend and vote at the General or Annual Meeting so agree, or
 - (iii) a resolution consented to in writing by all members who would have been entitled at a General or Annual Meeting to vote on the resolution in person.

DATED this 30th day of November, 2007

NAME (SIGNATURE) PLEASE PRINT NAME BELOW SIGNATURE	COMPLETE ADDRESS
 Romana Peritska	8647-75 Avenue Edmonton, AB T5Z 3Z4
 (SIMCISIN, LIYA)	5420-146 AVE. EDMONTON, T5A 4L6
 Edward B. CHERWICK	10028-79 AVE EDMONTON, T6E 1S5
 G. Stebelisky	10208-174 Ave Edm. AB T5X 5W3
 DARIA LUCIN	8907 STRATHEARN DR EDMONTON AB T6C 4C8

WITNESS:

NAME (SIGNATURE)	COMPLETE ADDRESS
 LYDIA MIGUS	10439 - 134 ST. EDMONTON AB T5N 2B3