

POLISH CULTURE SOCIETY OF EDMONTON
 Corporate Access Number: 500082102
By-Laws

NAME:

I. The name of the Society is:

Polish Culture Society of Edmonton
(Societe de la culture polonaise d'Edmonton
Towarzystwo Kultury Polskiej w Edmonton)

OBJECTIVES

II. The objectives of the Society are:

- (a) To foster Polish culture, language, traditions and customs;
- (b) To encourage and co-operate with Polish-Canadian youth organizations;
- (c) To organize literary, musical and other cultural events, like seminars, lectures and exhibition;
- (d) To give charitable assistance to needy persons and organizations in Canada and Poland;
- (e) To promote the Polish program at the University of Alberta.

LOCATION

III. The operations of the Society are to be chiefly carried out in the City of Edmonton, in the Province of Alberta.

BY-LAWS OF THE POLISH CULTURE SOCIETY

ADMISSION OF MEMBERS

1. Any person of the age of eighteen years or over, irrespective of his/her religion, or political convictions, may become a member of the Polish Culture Society.
2. An applicant for membership shall submit to the executive board an application in prescribed form fully completed and signed by the applicant. Any application fee shall also be paid at the time the application form is submitted.
3. The executive board shall review all applications for membership at its earliest convenience and may request such other information of the applicant as it considers necessary to determine the eligibility and suitability of the applicant.
4. The executive board shall advise the Periodic Meeting of members of the names of all new members admitted since the last Periodic Meeting.

CLASSES OF MEMBERS

5. There shall be three classes of membership in the Society, namely: **ordinary**, **supporting** and **honorary** membership;
 - (a) ordinary members – shall be any persons who fulfill general requirements relating to admission of members; they shall be entitled to one vote per member at all meetings of members of the Society.

(b) supporting members – shall be any persons who do not wish to be ordinary members. They may attend all meetings of members of the Society but they shall not be entitled to vote thereat; they shall not be entitled to act as officers of the Society and they shall pay annual membership dues in accordance with the provisions of the by-laws of the Society in that behalf from time to time in force.

(c) honorary members – shall be persons who may or may not fulfill the above general requirements relating to admission of members, who have in an exceptional manner rendered service to the Society, and who have been made honorary members by a resolution of the members of the Society, but they shall not vote thereat; they shall not be entitled to act as officers of the Society and they shall not be required to pay any membership fees, dues or subscriptions.

MEMBERSHIP FEES

6. There shall be such membership and admission fees as may be determined from time to time by the members of the Society at the Annual General Meeting.

TERMINATION OF MEMBERSHIP

7. A member may resign by submitting a notice of resignation in writing, which shall be effective upon acceptance thereof by the executive board.

8. A member who does not pay the annual membership dues shall automatically be suspended from the Society and all its rights and privileges during the first four months of the calendar year immediately following the calendar year during which he/she was a member in good standing, provided however the member may pay such dues at any time during the four months period and the member shall be deemed in good standing from the beginning of the calendar year. A member who pays the membership dues after the elapse of the aforementioned four months may be readmitted to the Society at the sole discretion of the executive board and on such terms and conditions as they consider fit.

9. A member may be expelled from the Society by a resolution of the members passed in Special General Meeting if in their opinion the member is guilty of conduct detrimental to the Society or its aims. A member whom the Society proposes to expel may attend such a meeting and shall be given reasonable opportunity to speak if he/she so desires. No resolution proposing that expulsion of a member shall be submitted to the members in General Meeting without the consent of the executive board. The decision of the members in General Meeting in the matter of an expulsion of a member shall be final and there shall be no appeal therefrom.

10. Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim and interest in the Society and shall not be entitled to a refund of any fees, dues or subscriptions paid to the Society.

MEETINGS OF MEMBERS

11. There shall be three types of meetings of members, namely: **Annual General Meeting, Special General Meeting** and **Periodic Board Meeting**;

(a) Annual General Meeting – shall be held each year in May, and shall deal with the following matters:

- (i) report of the executive board for the past year;
- (ii) review of the financial report for the past year;
- (iii) election of the executive board (every second year);
- (iv) appointment of auditors (every second year);
- (v) changes in admission and membership fees, if any;

- (vi) approval of operating budget for the forthcoming year;
- (vii) any other matters of which notice is given.

(b) Special General Meeting – may be held at any time to deal with any matter concerning the Society, with the exception of the matters which must be dealt with expressly by the Annual General Meeting.

(c) Periodic Board Meeting – shall be held at least once every three months, or such other time as the executive board shall determine for the purpose of providing a forum for the members and executives to exchange their opinions concerning the affairs of the Society and may deal with any matters which do not require a General Meeting.

12. The time and place of any meeting of members in the City of Edmonton shall be decided by the executive board. In case of emergency, the President or at least two members of the board could call the Annual or the Special General Meeting.

13. Fourteen days written notice of any Annual General Meeting or Special General Meeting shall be given to every member entitled to attend, either personally or by mailing same to that member at the last address as it appears in the books of the Society. Notice of a Periodic Board Meeting shall specify the time and place of the meeting.

14. Notice of any Annual General Meeting or Special General Meeting of members shall specify the general nature of the business to be discussed at the meeting, and if notice of any item of business is omitted, any resolutions passed relating thereto before they take effect, must be ratified at the next Annual General Meeting or Special General Meeting whichever comes first and notice of the proposed resolution shall be given to the members.

15. The secretary or such other executive officer appointed by the executive board, shall be responsible for mailing the notices to members when instructed by the executive board or in the case of a Special General Meeting, when instructed in writing by at least ten of the ordinary members giving the time and place of the meeting and the nature of the proposed business.

16. No error or omission in giving notice of any Annual General Meeting, Special General Meeting, or such adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

17. Fifty percent of the ordinary members in good standing and present in person shall form a quorum at the Annual General Meeting or Special General Meeting or any adjournments thereof. In the event that a quorum is not present at the hour given in the notice of meeting, the meeting shall stand adjourned for thirty minutes and at the expiration of said thirty minutes:

(a) in the case of the Annual General Meeting, twenty-five percent of the ordinary members in good standing and present in person shall constitute a quorum and be competent to deal with all matters as in 11.a

(b) in the case of a Special General Meeting, if the said quorum of fifty percent is not present, then the meeting shall be adjourned for not less than thirty minutes, and at such an adjourned meeting twenty-five percent of the ordinary members in good standing and present in person shall constitute a quorum.

(c) in the case of a Periodic Board Meeting, fifty percent of the executive present in person shall constitute a quorum. Every member of the Society is allowed to attend the Periodic Board Meeting and take part in the discussion.

18. Each ordinary member of the Society shall at all meetings of members of the Society be entitled to one vote by a show of hand or by a secret ballot. No member shall be entitled to vote at meetings of the society unless he/she has paid all dues or fees,

19. At all meetings of the Society, every motion shall be decided by a majority of the votes of the members present in person unless otherwise expressly required by law or the by-laws.

20. Every motion shall be decided in the first instance by a show of hands unless a poll be demanded by a member. Upon a show of hands, and unless a poll be demanded, a declaration by the chairman that a motion has been carried or not carried, and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour against such motion.

21. A poll may be demanded by a member entitled to vote either before or immediately after a show of hands. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the motion shall be decided by a majority of votes given by the members present in person, and such poll shall be taken by a secret ballot as the chairman shall direct and the result of such poll shall be deemed the decision of the meeting upon the motion. In the case of equality of votes at any General Meeting, whether upon a show of hands or at a poll, the chairman is exercising a casting vote.

22. Any meeting of the Society maybe adjourned at any time and from time to time, and such business may be transacted at such an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

THE EXECUTIVE BOARD OF THE SOCIETY

23. The executive board of the Society shall be composed of all the executive officers of the Society elected at the Annual General Meeting of the Society.

24. The affairs of the Society shall be managed by the executive board who may exercise all such powers and do all such acts and things as may be exercised or done by the society and are not by the by-laws of the Society or by law, expressly directed or required to be done by the Society at a meeting of the members or otherwise. The board shall in carrying out their duties consider the wishes of the members as evidenced by any resolution passed at any General Meetings or Periodic Meetings of the members. Notwithstanding the generality of the foregoing, they shall prepare such reports to the General or Periodic Meetings as may be required of them and they shall prepare the preliminary budget for the forthcoming year for submission to the members at the Annual General Meeting and they shall be responsible for seeing that the budget for the year, once approved by the members is adhered to along with any subsequent amendments approved by the members at a Special General Meeting. The executive board shall before each Annual General Meeting appoint a nominating committee composed of at least one member from the executive board and a member who is not a member of the executive board and it shall be the duty of such nominating committee to obtain one nominee for each of the executive officers positions to be filled at the next Annual General Meeting.

25. Each executive officer at the time of his/her election and throughout his/her term of office shall be a member of the Society.

26. Each executive officer shall be elected for two years to hold the office. All the executive officers shall be retired after two years of duties at the Annual General Meeting, but shall be eligible for re-election if otherwise qualified.

27. The members of the Society may, by resolution passed by at least seventy-five percent of the votes cast at a Special General Meeting of which notice specifying the intention to pass such resolution has been given, remove any executive officer before the expiration of his term of office and

may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

28. If any member of the executive board shall resign his/her office, or without reasonable excuse absent himself/herself from three or more consecutive executive board meetings, or be suspended or expelled from the Society, the executive board shall declare his/her office vacated. If there are two or more vacancies on the executive board then the remaining executives shall call a Special General Meeting as soon as possible to fill the vacancies until the next Annual General Meeting. If there are two or more vacancies on the executive board, the members at their monthly meeting may elect temporary replacements for the vacancies until the Special General Meeting.

29. Four executive officers shall form a quorum for the transaction of business. The executive board may hold its meeting at such place or places within the Province of Alberta as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the executive officers are present, or if those absent have signified their consent to the meeting being held in their absence. Executive officers' meetings may be formally called by the president or a vice-president, or by the secretary on direction in writing by two executive officers. Notice of such a meeting shall be delivered, telephoned or e-mailed to each executive officer no less than three days before the meeting is to take place, or shall be mailed to each executive officer not less than five days before the meeting is to take place. The statement of the secretary or president that notice has been given as required herein shall be sufficient and conclusive evidence of the giving of such notice. The executive board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent. An executive officers' meeting may also be held without notice, immediately following the Annual General Meeting of the Society. The executive officers may consider, or transact any business either special or general at any meeting of the executive board. The resolution of the executive board at such meetings shall be passed by a simple majority of those present and voting members of the executive board. A resolution in writing signed by all the executive officers personally shall be valid and effectual as if it had been passed at an executive board meeting duly called and constituted.

30. Every executive officer of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every executive officer of the Society and his/her heirs, executors and administrators and estate shall from time to time and at all times, be indemnified and saved harmless out of the funds of the society from and against all costs, charges and expenses whatsoever which such executive officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other executive officer in or about the execution of the duties of his/her or their office and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

31. The Society shall have nine or ten executive officers, namely:

- (a) president;
- (b) first vice-president;
- (c) second vice-president;
- (d) first secretary (internal correspondence)
- (e) second secretary (external correspondence)
- (f) treasurer;
- (g) secretary treasurer
- (h) two or three members at large;
- (i) president for the immediately preceding year.

32. The procedure to be followed in electing executive officers at the Annual General Meeting shall be as follows:

- (a) nominations shall be received by the chairman of the meeting for eight separate positions (a-g) as in 31;
- (b) only those members who are eligible to be elected at the time of the meeting shall be nominated;
- (c) no member may be nominated for more than one position;
- (d) the voting shall be carried out by secret ballot;
- (e) the meeting shall choose three scrutinizers to hand out, gather, verify and count the ballots and to announce the results of the election to the chairman of the meeting;
- (f) in case of the president, the first vice-president, the second vice-president, the secretary and the treasurer the members receiving the most votes for each of the respective positions shall be declared as those elected to the respective positions;
- (g) in the case of the two or three members at large the members receiving the highest and the second highest number of votes shall be declared the elected members at large;
- (h) in the event of a tie another vote for that position shall be taken between those members who are tied;
- (i) the above procedure for the election of executive officers shall apply *mutatis mutandis* to the filling of casual vacancies in the executive board at any Special General Meeting.

The Executive Board shall before each Annual General Meeting appoints a nominating committee composed of three members of the Society who would not be candidate to the new Executive. It shall be the duty of such nominating committee to elicit nominations for each of the executive officers' positions to be filled at the next Annual General Meeting.

33. The president shall, when present, preside at all meetings of the members of the Society and of the executive board. The president shall also be charged with the general management and supervision of the affairs and operations of the Society. The president shall be one of the signing officers on any bank, treasury branch or credit union account opened for and by the Society.

34. The first vice-president shall assume the duties of the president in the absence of the latter, and if the president shall cease to hold office for any reason whatsoever, he/she shall act as president until the vacancy is filled as required by the members in General Meeting.

35. The second vice-president shall assume the duties of the first vice-president (including those of president if required) in the absence of the first vice-president and shall be entrusted with the care of the chattels owned by the Society.

36. The secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he/she shall deliver up only when authorized by a resolution of the executive board to do so and to such person or persons as may be named in the resolution. He/she shall attend all meetings of the members and of the executive board and record all facts or minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to executive officers. He/she shall keep and up to date list of names and addresses of members in good standing of the Society.

37. The treasurer shall keep full and accurate accounts of all the receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank, treasury branch or credit union as may from time to time be designated by the executive board. He/she shall disburse the funds of the Society under the direction of the executive board taking proper vouchers thereof and shall render to the executive board at the regular meetings thereof, or whenever required of him/her, an account of all his/her transactions as treasurer, and of the financial position of the Society. He/she shall be one of the signing officers on any bank, treasury branch or credit union account opened for and by the Society.

38. In the case of the absence or inability to act of any executive officer (except the president), agent or employee of the Society or for any reason that the executive board may deem sufficient the executive board may delegate all or any of the powers of such a person or persons to one or both of the members at large elected as executive officers of the Society.

39. The member who was president in the immediately preceding year shall also be a member of the executive board, provided however that if such member is also a member of the current executive, such position shall be left vacant. The function of the president for the immediately preceding year shall be to serve as advisor to the executive board without the right to vote.

EXECUTION OF DOCUMENTS, BANKING AND SEAL

40. Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the president or one of the vice-presidents and by the secretary. The president shall affix the seal of the Society to such instruments as require same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the president, or one of the vice-presidents, treasurer or by any person authorized by the executive board.

41. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such executive officer or executive officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the executive board and any one of such executive officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for deposit with the society's bankers for the credit of the Society or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for that purpose. Any one of such executive officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of a balance and release of verification slips. The reference herein to "bank" or "bankers" shall be deemed to include treasury branches and credit unions.

42. The common seal of the Society shall be under the control of the executive board and shall remain in the custody of the president, to be used as determined by the executive board.

43. The Polish Culture Society may NOT borrow any money or raise or secure any payments for any purpose whatsoever.

AUDITORS

44. At each Annual General Meeting three members shall be elected auditors of the Society to hold office until the next Annual General Meeting or until their successors are elected or appointed.

45. The auditors shall audit the accounts semiannually and make a report to the members and executive board on the accounts so examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any Annual General Meeting during their tenure of office, and the report shall state:

- (a) whether in their opinion, the balance sheet referred to in the report in properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended of that date according to the best of their information and the explanations given to them as shown by the books of the Society, and
- (b) whether or not they have obtained all the information and explanations they have required.

46. Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the executive officers of the Society such information and explanation as may be necessary for the performance of the duties of an auditor.

47. The auditors of the Society are entitled to attend any meeting of members of the Society at which any account that have been examined or reported on by them are to be laid before the members for

the purpose of making any statement or explanation they desire with respect to the questions if so requested by a resolution of the members either at a General Meeting or Periodic Meeting.

48. The rights and duties of the auditors of the Society shall extend back to the date up to which the last audit of the Society's books, accounts, and vouchers was made.

49. The auditors may with the consent of the executive board retain a professional bookkeeper who shall be remunerated by the Society.

50. The fiscal year of the Society shall terminate on April 30 in each year and the financial statements of the Society's affairs for presentation to the members at the Annual General Meeting in May shall be made up to that date.

GENERAL

51. In future the by-laws of the Society can only be changed by a special resolution of the Society. For all purposes of the Society, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a Special General Meeting of which notice specifying the intention to propose the resolution as an Extraordinary Resolution has been duly give, such majority being at least seventy-five percent.

52. Except for actual disbursements incurred on behalf of the Society, no executive officers, auditors or members are entitled to any compensation for services performed on behalf of the Society. Moreover, a year of waiting period after termination of the appointment should be observed by any officer to accept any honoraria or compensation for services for the Society.

53. The executive board shall from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Society or any of them shall be open to the inspection of members (not being executive officers), and no members shall have any right of inspecting any account or book or document of the Society except as conferred by law, or authorized by the executive board, or by resolution of the members at a General of Periodic Meeting, whether previous notice thereof has been given or not.

54. All disputes between members, executive officers, the executive board and the Society, shall be settled by arbitration, pursuant to the Arbitration Act or such similar legislation which may replace this Act, with each party choosing an arbitrator and these two arbitrators, choosing a third. A decision of the arbitrators shall be final with no appeal therefrom.

55. The Society may be wound up in the future by an Extraordinary Resolution of the members passed at a Special General Meeting, provided however its assets shall not be distributed to its members but shall be given in 4/5 to the Polonia Foundation in Alberta PFIA and in 1/5 to one or more Polish organizations in the Province of Alberta whose purpose and principles are not in conflict with the objectives of the Society.

Edmonton, January 22, 1999

Changes approved at the Annual General Meeting on June 9, 2005