

Notice of Motion

Whereas:

- (a) The Ukrainian Self-Reliance League (“USRL”) undertook a review process to determine options for reorganization, including a cross-Canada consultation process in 2016 and 2017 as well as a roundtable consultation at the General Convention in 2017
- (b) USRL struck a committee to revise its bylaws in accordance with the outcomes of that consultation process, comprised of representatives from UWAC, TYC and the NEC
- (c) In accordance with Article 11, the Bylaw committee presented a draft of proposed, amended bylaws to the NEC on March 27, 2019 bylaws and, by motion, the NEC approved the distribution of a notice of motion and the proposed bylaws to all NEC members of USRL
- (d) The component and affiliate organizations, having notice of the foregoing motion, are responsible for the distribution of the motion of amendment to their respective members no later than June 7, 2019
- (e) Amendments to the bylaws concerning the existing Article 2, Aims and Objectives of USRL, may be changed at a General Convention by a 75% (seventy five percent) vote of delegates present at the General Convention.

Be it resolved as a special resolution that:

1. The current bylaws of USRL be amended as follows:
 - a) The current bylaws are revoked, and
 - b) The proposed bylaws attached hereto are approved and adopted.
2. The NEC of USRL or officer or director of USRL is authorized to take all such actions to execute, deliver and file all such documents, including the articles and bylaws, which are necessary or desirable for the implementation of this resolution.

Moved by Larry Balion (USRA/TYC National President) and seconded by Sylvia Gray (UWAC National President)

Союз Українців Самостійників Канади
СУС

Ukrainian Self-Reliance League of Canada
USRL



СТАТУТ
BYLAWS

Article 1 DEFINITIONS AND GENERAL

1.1 In these Bylaws, the following terms have the meaning ascribed to them below, unless the context requires otherwise:

- a) “Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) “Annual Meeting” means the annual general meeting of USRL;
- c) “Affiliate Organization” means an organization approved as such pursuant to Article 3 whose purposes include supporting the aims and objectives of USRL and the Ukrainian Orthodox Church of Canada and carrying out significant and distinct mandates and operations within their spheres of expertise;
- d) “Board” means the board of directors of USRL elected or appointed pursuant to Article 5;
- e) “Branch” means a group or entity approved as such by the Board pursuant to Article 3;
- f) “Bylaw” means this bylaw as amended and which is, from time to time, in force and effect;
- g) “Component Organization” means an organization approved as such pursuant to Article 3 whose primary purpose is to support the aims and objectives of USRL and the Ukrainian Orthodox Church of Canada;
- h) “Delegate” means a designated representative of a Member Organization, a Director or an Individual Member at a Triennial Convention pursuant to Article 9.2(a);
- i) “Director” means an Officer, Director at Large or other director pursuant to Article 5;
- j) “Individual Member” means an individual approved as such pursuant to Article 3;
- k) “Member Organizations” include Branches, Component Organizations and Affiliate Organizations;
- l) “Officers” mean the President, Vice-President, Treasurer, Secretary and Past-President and “Officer” means any one of these;
- m) “Special Meeting” has the meaning ascribed to it in the Act;
- n) “Triennial Convention” has the meaning ascribed to it in Article 9.1;
- o) “USRL” means the Ukrainian Self-Reliance League of Canada.

1.2 In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

Article 2 AIMS AND OBJECTIVES

- 2.1 USRL, with its Member Organizations and Individual Members, embraces and supports the activities of the Ukrainian Orthodox Church of Canada and the Ukrainian Canadian community.
- 2.2 The aims and objectives of USRL are:
- a) to promote self-respect, self-help and self-reliance through programs that emphasize faith, fellowship, leadership, community service and culture;
 - b) to provide direction and assistance to the Member Organizations;
 - c) to assist and support, within the framework of Canadian citizenship, in the development of Ukraine as a sovereign and democratic state;
 - d) to encourage all members of USRL to participate in the educational, cultural, social, economic and political life of Canada based on the equality of rights and privileges of its citizens, as well as on their responsibilities; and,
 - e) to promote, reinforce, and support the cultural and religious heritage of Orthodox Canadians of Ukrainian descent and adherents for the enrichment of their lives and in the interest of Canadian and Ukrainian cultural development.

Article 3 MEMBERS OF USRL

- 3.1 The four categories of membership in USRL are Branches, Component Organizations, Affiliate Organizations and Individual Members, in accordance with the following.
- 3.2 Branches:
- a) The Branches of USRL include the former branches of Ukrainian Self Reliance Association.

 - b) Three or more women, men, youth, young adults or combination thereof wishing to support the aims and objectives of USRL may apply to USRL to form a Branch. The formation of a Branch is subject to a favourable vote being passed by a majority of the Board and payment of all required fees, dues or other charges as may be established from time to time by the Board.
- 3.3 Component Organizations and Affiliate Organizations:
- a) The Component Organizations of USRL are:
 - i. Ukrainian Women's Association of Canada
 - ii. CYMK - Ukrainian Orthodox Youth

 - b) The Affiliate Organizations of USRL are:

- i. St. Petro Mohyla Institute in Saskatoon
 - ii. St. John's Institute in Edmonton
 - iii. St. Vladimir Institute in Toronto
 - iv. Ukrainian Museum of Canada of the Ukrainian Women's Association of Canada
 - v. SUS Foundation of Canada
 - vi. St. John's Fraternal Society in Edmonton
 - vii. Alberta Ukrainian Self-Reliance League
- c) Any organization or institution which agrees to support the aims and objectives of USRL, in addition to those listed in Article 3.3(a) and (b), can apply to be a Component or Affiliate Organization of USRL. The acceptance of such organization or institution as a Component or Affiliate Organization of USRL is subject to a favourable vote being passed by a majority of the Delegates attending a Triennial Convention or a Special Meeting and upon payment of all required fees, dues or other charges required from time to time.

3.4 Individual Members:

An individual who does not reside in reasonable proximity to an appropriate Branch or Component Organization may apply to USRL to become an Individual Member. Individual membership is subject to a favourable vote being passed by a majority of the Board and payment of all required fees, dues or other charges as may be established from time to time by the Board.

3.5 Each Member Organization of USRL, as a condition of membership, supports, promotes and respects the aims and objectives of USRL, the decisions of the Triennial Convention and Special Meetings and the Board of USRL and the rights and responsibilities of Member Organizations set out in these Bylaws.

3.6 Membership of an Individual Member or Member Organization in USRL is terminated when:

- a) an Individual Member dies, or, in the case of a member that is a corporation or other form of association, such entity is dissolved;
- b) an Individual Member or Member Organization fails to maintain any qualifications for membership or conditions of these Bylaws;
- c) an Individual Member or Member Organization withdraws by delivering a written withdrawal to the President in which case such withdrawal shall be effective on the date specified in the withdrawal;
- d) the Board terminates the membership of an Individual Member or Member Organization; or,
- e) USRL is liquidated or dissolved under the Act.

- 3.7 Upon any termination of membership, the rights of the Individual Member or Member Organization, including any rights in the property of USRL, automatically cease to exist.
- 3.8 The Board shall have authority to terminate the membership an Individual Member for cause at its discretion.
- 3.9 The Board shall have authority to terminate a Member Organization from USRL for any one or more of the following grounds:
- a) Violating any provisions of the articles, Bylaws or written policies of USRL, including without limitation failure to pay fees, dues or other charges;
 - b) conduct which may be detrimental to USRL as determined by the Board in its sole discretion;
 - c) any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of USRL.

In the event that the Board determines that the membership of a Member Organization should be terminated, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of the proposed termination to the Member Organization and shall provide reasons for the proposed termination. The Member Organization may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, the Board may proceed to notify the Member Organization that the membership is terminated. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member Organization concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member Organization, subject only to the ultimate authority of the Triennial Convention or a Special Meeting to confirm or reverse the decision of the Board as to the Member Organization's status.

**Article 4 RIGHTS AND RESPONSIBILITIES OF MEMBER
 ORGANIZATIONS**

- 4.1 The Member Organizations of USRL participate in the decision-making of USRL and participate in its conventions, conferences and consultations.
- 4.2 Each Member Organization carries on its own operations consistent with and in support of the aims and objectives of USRL and further:

- a) undertakes to adhere to the resolutions of the Triennial Conventions of USRL and the directives of the Board;
- b) participates in USRL conventions, conferences and consultations;
- c) co-ordinates its activities with the work of other Member Organizations;
- d) presents reports of its activities at and coordinates its annual general meetings with the Triennial Convention of USRL;
- e) assists the Board in fulfilling its program and the aims and objectives of USRL; and,
- f) promotes and facilitates the participation of USRL in its internal governance.

Article 5 BOARD OF DIRECTORS OF USRL

5.1 The Board shall, subject to these Bylaws and directions given to it by majority vote at any Triennial Convention or Special Meeting properly called and constituted, have full control and management of the affairs of USRL.

5.2 The Board has the following responsibilities:

- a) to carry out the resolutions of the Triennial Conventions and Special Meetings, to address ongoing organizational matters, to assign USRL funds, and to be generally responsible for the welfare and operation of the organization;
- b) to manage the financial affairs of USRL and to establish and administer the annual budget for USRL and set fees, dues or other charges payable by its members;
- c) in consultation with the executives of Member Organizations, to convene a Triennial Convention of USRL once every three years and an annual meeting in the years when Triennial Convention are not held, to develop the program for each convention or annual meeting and to carry out all preparatory work leading up to each convention or annual meeting;
- d) to meet periodically but no fewer than four times a year; and,
- e) to monitor that Member Organizations operate within the framework of the membership conditions set out in the Bylaws and aims and objectives of USRL.

5.3 The Board shall consist of not less than eight (8) and not more than fifteen (15) Directors and shall include:

- a) the Officers and up to three (3) Directors at Large elected by Delegates at a Triennial Convention;
- b) one (1) Director from each of the following:
 - i. St. Petro Mohyla Institute in Saskatoon;
 - ii. St. John's Institute in Edmonton;
 - iii. St. Vladimir Institute in Toronto;
 - iv. the Ukrainian Women's Association of Canada;

- v. the Ukrainian Museum of Canada of the Ukrainian Women’s Association of Canada;
 - vi. the SUS Foundation of Canada; and,
 - c) one representative from CYMK-Ukrainian Orthodox Youth, provided that such representative will participate in ex-officio, non-voting capacity and shall not be a Director unless the representative is 18 years of age or older.
- 5.4 A person ceases to be a Director if:
- a) that person ceases to be a member in good standing of USRL or one of its Members Organizations; or,
 - b) the membership of the Member Organization who exclusively elected such person as Director pursuant to Article 5.3(b) or (c) is terminated.
- 5.5 The Board will be advised by a Chaplain who has received the blessing of the Metropolitan of the Ukrainian Orthodox Church of Canada to serve as the primary spiritual advisor to USRL.
- 5.6 A person appointed or elected to the Board becomes a Director of the Board if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become 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 (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- 5.7 All members of the Board, including Officers, shall serve without compensation. A Director may be paid reasonable expenses incurred in the exercise of his duties for the benefit of USRL, as approved from time to time by the Board.
- 5.8 The term for each Director of the Board will be for three (3) years, after which time such Director may stand for re-election at the Triennial Convention.
- 5.9 Any Director, including Officer, may be removed from office by resolution of the Board properly convened and supported by a 75% (seventy five percent) vote of the Board, provided that at least 14 (fourteen) days’ notice of the proposed removal shall have been given to the entire Board. Removal of any such Director shall be only on the following grounds:
- a) ceasing to support the aims and objectives of USRL;
 - b) causing action which is detrimental to USRL;
 - c) failure to perform one's duties as a director; or,
 - d) any other reason that constitutes cause for dismissal.

- 5.10 Where a vacancy among the Officers or Directors at Large occurs or the number of Directors falls below eight, the remaining members of the Board may appoint a member to fill that office until the next Triennial Convention.

Article 6 DUTIES OF OFFICERS AND OTHER DIRECTORS

- 6.1 The Officers, Directors at Large and other Directors shall perform such duties as may be prescribed by the Board, in addition to the duties of each Officer set out below.
- 6.2 The President shall be the chief executive officer of USRL and shall, as chairperson, preside at all meetings of USRL and the Board and shall have general supervision of the affairs of USRL. The President shall see that all orders and resolutions of the Board are carried into effect.
- 6.3 The Vice-President shall perform all the duties of the President in the President’s absence and shall perform such other duties as may be assigned from time to time by the Board.
- 6.4 The Treasurer shall collect all dues and income for deposit, disburse the funds of USRL as may directed by proper authority, preserve receipts for monies paid, prepare USRL’s annual budget, keep the accounts of USRL, prepare such financial reports as may be required and file any annual returns required by the Act or other applicable law and generally have charge and attend to the financial affairs of USRL.
- 6.5 The Secretary shall maintain an updated register containing the name and address for each Member Organization and Individual Member, have custody of the common seal, conduct the correspondence of USRL, issue notices of meetings and prepare and keep minutes of all meetings of USRL and the Board.
- 6.6 The Past-President shall perform an advisory function and such other duties as may be assigned from time to time by the Board.

Article 7 COMMITTEES

- 7.1 The Board may create any committees consisting of one or more persons, may delegate as it sees fit any of its Directors to these committees and from time to time revoke such delegation. All committees shall report through the committee chairperson to the Board. All reports of a committee shall be approved by the Board before any action may be taken thereunder. The committees shall be charged from time to time with duties and objectives as may be prescribed by the Board and shall, in so far as is possible, restrict the exercise of their duties to the mandate provided to them by the Board.

Article 8 MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 The Board shall meet to conduct the business of the USRL, adjourn and otherwise regulate its meetings as it sees fit. The meetings of the Board are called by the President, Vice-President or Secretary with the approval of the President or Vice-President or when any three (3) of the Directors elected pursuant to Article 5.3(a) request a meeting.

- 8.2 The meetings of the Board may be held in person, by teleconference or by other means as decided by the Board as long as Directors may participate meaningfully in the deliberations of the meetings. The Board may use email or other electronic means to conduct its business and to make decisions as long as Directors have had an opportunity to participate meaningfully in the deliberations.

- 8.3 Notice of meetings of the Board shall be communicated by letter, e-mail or other method approved by the Board.

- 8.4 The President shall chair the meetings. In the President’s absence or whenever the President vacates the chair during a meeting, the Vice-President shall act as chairperson. In the absence of both the President and Vice-President, the remaining members present shall appoint a chairperson from amongst themselves.

- 8.5 Matters considered at Board meetings shall be decided by simple majority except as required by Article 5.9. A resolution in writing, including electronic, approved by a simple majority of the members of Board shall have the same effect as a resolution passed at a duly convened meeting, provided that notice of such resolution has been provided to all members of the Board pursuant to Article 8.3.

- 8.6 Business shall not be transacted at any meeting of the Board unless a quorum of five (5) Directors, including two Officers, is present.

Article 9 RIGHTS AND POWERS OF THE GOVERNING BODIES OF USRL

- 9.1 Triennial Convention of USRL:
 - a) The foremost legislative body of USRL is the Triennial Convention.
 - b) The Triennial Convention takes place once every three years at a time and place designated by the Board.
 - c) The Triennial Convention elects the Officers and Directors at Large.
 - d) The Delegates in attendance at the Triennial Convention have full participatory rights and full voting rights on any matters put to a vote. Each Delegate shall have one vote.

- e) A quorum for the transaction of the business of a Triennial Convention shall consist of at least 50% (fifty percent) of Delegates that registered at the Triennial Convention.
- f) All motions and resolutions of the Triennial Convention are resolved by majority vote, unless otherwise specified in this Bylaw or specifically required by the Act.
- g) The Board shall designate a portion of the agenda of the Triennial Convention for the Member Organizations, such that they may each present reports of their activities at and coordinate their annual general meetings with the Triennial Convention.

9.2 Delegates and Guests:

- a) Delegates to the Triennial Convention are limited to:
 - i. Directors of USRL;
 - ii. Delegates of Member Organizations, who shall be designated up to a maximum number by the Member Organization on the following basis:
 - 1. One Delegate for every five members or part thereof from each branch of the Component Organizations;
 - 2. One Delegate for every five members or part thereof from each Branch;
 - 3. Four Delegates from each National Executive of each Component Organization;
 - 4. Two Delegates from each of the Affiliate Organizations;
 - iii. Individual Members.
- b) The Member Organizations of USRL are entitled to choose Delegates from among their membership in good standing.
- c) In addition to Delegates, Triennial Conventions are open to Individual Members and members of the Member Organizations (in good standing) as well as others, as permitted by the Board, to attend as guests. Guests do not have voting rights at the Triennial Convention.
- d) In the event of a Special Meeting, attendance, participation and voting rights at such meeting shall be the same as outlined in Article 9.1 and Article 9.2.

9.3 Annual Meeting of USRL:

- a) During years in which a Triennial Convention is held, USRL shall hold its Annual Meeting at the Triennial Convention and the Delegates in attendance at the Triennial Convention have full participatory rights and full voting rights on any matters put to a vote at such Annual Meeting.
- b) During the years when the Triennial Convention is not held, the Board will meet for the purpose of conducting an Annual Meeting, in accordance with the following:

- i. The Directors in attendance at the Annual Meeting shall have full participatory rights therein and full voting rights on any matter put to a vote thereat.
- ii. Quorum for the Annual Meeting not held in conjunction with the Triennial Convention shall be five (5) Directors, including a minimum of two Officers.

9.4 Notice of the Triennial Convention and Annual Meetings as to time, place and agenda shall be submitted in writing (including, without limitation, email) to the Member Organizations and Individual Members no later than four months prior to such meetings.

9.5 At the Triennial Convention, the Delegates shall decide whether or not to waive the need for a formal audit of the financial records of USRL and choose, in lieu, a review. Notwithstanding the foregoing, three members shall be elected to the audit committee for a term of three years to the time of the next Triennial Convention. The audit committee:

- a) shall consist of a chairperson plus two members, all of whom must be members in good standing of a Member Organization or Individual Members;
- b) shall be entitled to receive a copy of the minutes of the Triennial Convention or of the Annual Meeting within three months of the date thereof;
- c) shall be entitled to examine all books and records of USRL as they deem necessary;
- d) in the absence of a formal audit, shall review the financial records of USRL for the three-year term and submit to the Triennial Convention its report regarding the financial receipts, the financial policies of the Board and the financial situation of USRL; and,
- e) shall have the right to employ a professional accountant if they consider it necessary.

In lieu of an audit committee or in addition thereto, the Delegates may direct the Board to appoint a Chartered Professional Accountant at such remuneration as may from time to time be approved.

Article 10 FUNDS

10.1 Sources of funds for USRL include:

- a) fees, dues and other charges paid by Member Organizations and Individual Members;
- b) donations; and,
- c) fundraising initiatives called by the Board and/or its Member Organizations.

10.2 The Board may, without authorization of the members,

- a) borrow money on the credit of USRL not to exceed fifteen thousand dollars (\$15,000.00);
- b) issue, reissue, sell, pledge or hypothecate debt obligations of USRL;

- c) give a guarantee on behalf; and,
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of USRL, owned or subsequently acquired, to secure any debt obligation of USRL.

10.3 The banking business of USRL shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Article 11 DISPUTES

11.1 The Board settles disputes in Member Organizations and may interpret and settle any dispute that may arise amongst one or more of the Member Organizations and Individual Members concerning the rules or policies of USRL or these Bylaws.

Article 12 SEAL AND EXECUTION OF DOCUMENTS

12.1 The official seal of USRL shall bear the design of the official emblem and the inscription of USRL in both Ukrainian and English.

An impression of the official seal of USRL is stamped below.



12.2 The Secretary shall have custody of the official seal of USRL.

- 12.3 Contracts, documents or any instruments in writing requiring the signature and/or seal of USRL shall be signed by any two of the following: President, Vice President, Secretary or Treasurer. All contracts, documents or instruments in writing so signed and/or sealed shall be binding upon USRL when authorized by proper resolution of the Board.

Article 13 CHANGES IN BYLAWS

- 13.1 The Bylaws may be amended by a vote of two thirds (67%) of the Delegates at a Triennial Convention or Special Meeting.
- 13.2 Any proposed amendments to the Bylaws of USRL shall be submitted to the Board at least 4 (four) months prior to the Triennial Convention or Special Meeting. Proposed amendments may be made by the Board or by a Member Organization. The notice of motion shall set forth particulars of the proposed amendment, the names and addresses of the moving party and the person seconding same and shall be accompanied by a copy of the resolution and the minutes of the meeting of the Board or Member Organization proposing the amendment.
- 13.3 A notice of motion for an amendment of these bylaws shall be distributed to all the Directors, Member Organizations and Individual Members at least 90 (ninety) days before the Triennial Convention or Special Meeting. The Member Organizations undertake to distribute the motion of amendment to their respective members at least 60 (sixty) days before the Triennial Convention or Special Meeting, but any defect in the Member Organizations’ notice to their members shall not affect the validity of any bylaw amendments duly approved at the Triennial Convention or Special Meeting.
- 13.4 The Bylaw, amendment or repeal, is only effective on the confirmation of the members and in the form in which it was confirmed. The section does not apply to a Bylaw that requires a special resolution of the members according to subsection 197(1) of the Act.

Amended in Mississauga, in the Province of Ontario this 9 day of August 2019.

Peter Kondra, President

Darcia Moskaluk Rutkay, Secretary