

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the CZECH AND SLOVAK ASSOCIATION OF CANADA (The “Association”)

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BE IT INACTED as a by-law of the Association as follows:

ARTICLE 1 GENERAL

1.1 Definitions

The following definitions shall apply to all parts of these By-laws:

- a. “ACT” shall mean 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. “Association” shall mean the CZECH AND SLOVAK ASSOCIATION OF CANADA;
- c. “České a slovenské sdružení v Kanadě“ is the foreign corporate name. It is hereby provided that the association may use and may be equally designated under such name outside Canada.
- d. “Association’s Board of Director” means member of the Board pursuant to this by-law and as provided in the ACT or any section passed in substitution therefore, elected at the properly convened Congress and or Extraordinary Meeting;
- e. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- f. “Board” means the board of directors of the Association and “director” means a member of the board;
- g. “By-law” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- h. “Meeting of members” includes an annual meeting of members, or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual election meeting of members;
- i. “Annual meeting of members” includes a meeting of any class or classes of members entitled to vote at an annual election meeting of members. Annual meeting of members is conducted every year.
- j. “Congress” means an annual election meeting of members conducted every other year; “congress” includes a meeting of any class or classes of members and a meeting of members of all members entitled to vote at an annual meeting of members;
- k. “Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- l. “Regulations” means the regulations made under the Act, as amended, restated or effect from time to time;
- m. “Resolution” means a resolution passed at a properly convened meeting of the Congress and or the Branch by a simple majority of all the persons present or represented by a proxy at the meeting entitled to exercise the powers of voting conferred by the ACT or by the by-law;

- n. "Special resolution" means the resolution passed by a majority of not less than two-thirds (2/3) of the votes on that resolution;
- o. "Auditor" (as in "accountant") means someone who audits accounts;
- p. "Branch's Board of Directors" means the Board of Directors of the local Branch elected pursuant to these By-laws and as provided in the ACT or any section passed in substitution therefore;
- q. "Branch" is the basic organizational unit of the Association;
- r. "Committee (as in "administrative unit") n.: a special group delegated to consider some business;
- s. "Common expense" means all expenses for the performance of the objectives and duties of the Association and all other expenses specified as common expenses in this by-law
- t. "Delegate" is a member of the branch who represents the branch at the congress;
- u. "Executive Committee" means the Committee, that represents the Association's Board of Directors or Association's Board of Directors of any local Branch, as stipulated in this by-law;
- v. "Extraordinary Member" of the Association is a person who is a member of the local branch of the Association and has an extraordinary achievement to benefit our Association;
- w. "Honourary Member" is a ceremonial description of a member of the Association who is a member of the local Branch of the Association and significantly contributed to the Association's affairs and is given this title as an honour without the normal duties;
- x. "Member" of the Association is a person who is a member of the local branch of the Association;
- y. "Officer" is a person who is appointed to hold an office position as stipulated in this by-law;
- z. "President" as in "corporate executive" - executive officer is a person who is elected or appointed to hold an office position as stipulated in this by-law;
- aa. "Proxy" means a written form that, upon completion and execution, given by a Branch to a delegated Member of the Branch in good standing, entitles such delegate to vote for a number of members whom he represents. The same is valid, when a Branch, which is not represented at the Congress, delegates and gives a proxy to a delegate from other Branch who is present at the Congress;
- bb. "Secretary" is a person who is elected or appointed to hold an office - administrative position as stipulated in this by-law;
- cc. "Treasurer" is a person who is elected or appointed to hold an office position charged with receiving and disbursing funds as stipulated in this by-law;

1.2 Interpretation

In the interpretation of this by-law 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.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Jurisdiction

The operations of the Association, is a volunteer, non-profit organization, established at its founding Congress on June 24 – 25, 1939, incorporated under the laws of Canada by the granting of a federal Charter of Letters Patent dated September 28, 1960, currently registered under the Corporation number #036734-6.

1.4 Head Office

The head office of the Association shall be located in Canada, in a municipality designated by the Congress.

1.5 Official Languages and Corporate Seal

Official languages of the Association shall be Czech and Slovak and both official languages of Canada, English and French. English shall be the primary language for the purpose of transacting activities and for record keeping.

English version of these By-laws shall be considered to be the true copy of the By-laws and all other interpretations as per languages above mentioned are considered to be the translations only not necessary representing the true copy.

The Association may have a corporate seal in the form approved from time to time by the board. If the board approves a corporate seal, the secretary of the Association shall be the custodian of the corporate seal.

1.6 Aims and Objectives

The association's main objectives are:

- a. Promoting highest standards of citizenship thorough encouragement and participation in national, patriotic, cultural and humanitarian activities;
- b. Safeguarding the rights and welfare of Canadians of Czech and Slovak origin and of Czech and Slovak immigrants to Canada;
- c. Promoting efforts leading to improvement of social, economic and cultural conditions of Canadians of Czech and Slovak origin and cooperating with other organizations active in facilitating the integration of Czech and Slovak immigrants into the Canadian society;
- d. Acting in maintaining and defending freedom and democracy in Canada and joining with other Canadians in efforts to maintain, strengthen and develop democratic systems of government thorough the world;
- e. Educating its Members to appreciate the Czech and Slovak languages and their cultural heritage and historical traditions;
- f. Promoting the good name of the Czech and Slovak Republics in Canada, following current developments in both countries and commenting on them;
- g. Promoting tolerance, understanding and goodwill among all ethnic groups in Canada;

- h. Studying developments related to the aforementioned objects and publishing periodicals, pamphlets and other literature related to the Association's activities;
- i. Organizing fundraising events and receiving moneys and property for the objects of the Association through membership dues, subscriptions, bequests, gifts, subsidies and grants.

1.7 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom; a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.8 Financial Year End

The financial year of the Association shall end on December 31 of every year.

1.9 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors 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 of the Association and/or other persons as the board directors may by resolution from time to time designate, direct or authorize.

1.10 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by mail.

ARTICLE 2 GOVERNING BODIES

2.1 Governing bodies

Vacancies on the Board of Directors may be filled by resolution of the Executive Committee of the Board of Directors.

The governing bodies of the Association are:

2.1.1 Annual Meeting of Members

Annual meeting of members is the supreme authority of the Association determining the policies and directions of the Association and is conducted every year.

2.1.2 Congress

Congress (Annual election meeting) is the supreme authority of the Association determining the policies and directions of the Association and is conducted every other year.

2.1.3 Extraordinary Meeting

Agenda of an extraordinary meeting may be convened at any time upon request of a two-third majority of all members of the Executive Committee of the Board of Directors of the two thirds of all local Branches.

2.2 Congress and/or Extraordinary Meeting agenda

To introduce a new issue on Agenda not indicated on the NOTICE of Meeting, the Congress must obtain consent of at least simple majority of those present and entitled to vote, representing at least 2/3 (two thirds) of all local Branches.

The agenda for Congress and/or Extraordinary Meeting shall be held as follows:

1. Call to order by the chairman;
2. Naming the Minutes taker;
3. Call the roll and certify proxies providing proxies are allowed as per Notice to establish quorum;
4. Proof of Notice of meeting or waiver of Notice;
5. Reading and disposal of any unapproved Minutes;
6. Election of Verification committee;
7. Election of Nomination Committee (Applicable to the election congress);
8. Election of Resolution committee;
9. Report of the President;
10. Report of the Vice-President(s);
11. Report of the Secretary;
12. Report of the Treasurer;
13. Report of Standing committees, if any;
14. Report of Auditors;
15. Specified items of unfinished businesses;
16. Discussion to all reports;
17. Approval of all reports by delegates;
18. Report by the Verification committee;
19. Nomination of the Board members, Committees and Auditors; (Applicable to the election congress)
20. Election of the Board members, Committees and Auditors; (Applicable to the election congress)
21. Determining and approval of the next congress dates and place;
22. Establishing of Membership fees until the next Annual meeting;

23. Report by the Resolution committee;
24. New agenda, Discussion;
25. Adjournment

2.3 Delegates

Each branch has the right to elect one delegate and its alternate; Branches with more than twenty (20) members are entitled to elect another delegate and alternate for each additional twenty (20) members or any fraction thereof.

Upon receipt of NOTICE calling a Congress or Extraordinary Meeting, Boards of Directors of local branches shall call a members' meeting for the purpose of electing its delegates; the election of delegate(s) must be held at least two (2) weeks prior to the date of Congress or Extraordinary Meeting.

Should a delegate become ill, die, resign or cease to be a delegate for any other reason, an alternate member, in accordance with a ranking decided by the Board of Directors of the local branch, shall assume his place.

ARTICLE 3 MEMBERSHIP, MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership

Members of the Association may be persons of Czech or Slovak origin and their family members of whatever nationality, being at least eighteen years old, residing in Canada, who agree with the objectives of the Association expressed in its By-Law, pay membership dues and carry out decisions of properly constituted bodies of the Association.

Persons belonging to organizations or movements whose program and activities are not compatible with the aims and objects of the Association are not eligible for membership in the Association.

The admission or rejection of a member shall be decided by the Board of Directors of the local branch upon receipt of a membership application that shall be recommended by two members of the Association. Its decisions may be appealed to the Conciliation Committee.

3.2 Members

All Members shall have the duty to observe these by-laws at all times, its rules and regulations, resolutions and decisions of the Congress, or those of the Board of Directors, the General Meeting, the Board of Directors of the local Branch, and Officers of the Association, provided they have been properly made within their jurisdiction.

All Members shall have the right to:

- i. Participate in all activities of the Association and enjoy and benefit from all facilities, events and advantages afforded to them;
- ii. Attend Annual and Members' meetings with the right to debate and vote;
- iii. Be eligible for election to governing bodies of the Association.

3.3 Extraordinary Members

Democratic ethnic organizations of Czechs and Slovaks in Canada, with objectives and activities compatible with the aims of the Association, may become an Extraordinary Members the Association.

Every Extraordinary Member shall have the right, through duly authorized representative, to participate in the activities of the Association, as any regular Member.

3.4 Honourary Members and Masaryk Award

Honourary membership may be given to a person or persons who, in the opinion of the Executive Committee of the Board of Directors, have made substantial and outstanding contribution toward the advancement and recognition of the Association.

- a. On motion by a local branch and/or the Executive Committee of the Board of Directors, the Congress may elect an Honourary Officer - President of the Association.
- b. On motion by a local branch and/or the Executive Committee of the Board of Directors, the Congress may award an honorary membership to a person of other than Czech or Slovak origin.
- c. Masaryk Award; On motion by a local branch and/or the Executive Committee of the Board of Directors, the Congress may award the highest recognition obtainable - the Masaryk Award, which may be given to a person or persons who, in the opinion of the Executive Committee of the Board of Directors, have made substantial life-time contribution toward the enrichment and advancement of the Association's objectives.

Nominations must be submitted to the Board of Directors not later than December 31st of the year before the date of the next Congress.

The Board of Directors shall submit the names of all the nominees to the local branches for review, consideration and approval. The branch shall submit its opinion in writing within 30 days. If no such opinion in writing is received, it is assumed that the branch agrees with the list of nominees.

When written opinions are received from the branches, if any, then the Board of Directors will approve maximum of two (2) nominees from Congress organizing Branch, and maximum of three (3) nominees, either individuals and or organizations from other Branches, to receive five (5) nominations in total.

3.5 Membership Dues

The local branch shall notify members in writing of the membership dues at any time payable, and if any are not paid within one (1) year. The termination becomes effective thirty (30) days after the member was notified, unless the owed membership dues are received within thirty (30) days, he would be deleted from the membership roster.

The Association's Congress shall establish membership dues annually; local branch shall remit them to the Executive Committee of the Board of Directors prior to March 15 of the current calendar year based on their membership roster as of December 31 of the preceding year.

For Members who attained 65 years of age, local branch shall remit an appropriate amount of money as of membership dues established by the Congress.

Membership dues for the Extraordinary Members are the same as for any regular member. All dues, fees, assessments, or other amounts outstanding as of the date of resignation or termination of a member shall remain a debt due to the Association by the member who resigns or whose membership is terminated.

3.6 Termination of Membership

A membership in the Association is terminated when:

- a. The member dies, or, in the case of a member that is association, the association is dissolved;
- b. The member fails to maintain any qualifications for membership described in the Article 2.1 of these by-laws;
- c. The member resigns by delivering a written resignation to the president of the branch in which case such resignation shall be effective on the date specified in the resignation;
- d. The member is expelled in accordance with Article 3.4 below or is otherwise terminated in accordance with the articles or by-laws;
- e. The Association is liquidated or dissolved under the Act;
- f. The member owes money to the Association or the branch;
- g. Was expelled by the Board of Directors of the local branch for gross violation of these by-laws.

A Member may be validly expelled only if:

- a. Members of the Board of Directors of the local branch were advised, at least two (2) weeks prior to the date of the meeting, that the motion to expel of the member was on the Agenda of the meeting;
- b. The member was requested in writing, at least two (2) weeks prior to the meeting, which had on its Agenda the motion to expel him, to attend the meeting to justify himself;
- c. The motion to expel a member received a support of at least one half (50%) of all members of the Board of the Director of the local branch (including those not present at the meeting).

The Conciliation Committee shall decide disputes regarding a decision to admit a member or to terminate his membership.

Provisions of this article concerning termination of membership, shall also apply to extraordinary members.

3.7 Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any or more of the following grounds:

- a. Violating any provisions of the articles, by-laws, or written policies of the Association;
- b. Carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- c. For any other reason that the board in its sole and absolute discretion considers being reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from the membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member 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 the president receives no written submissions, the president, or such other person as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. 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 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, without any further right of appeal.

ARTICLE 4 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

4.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Association, namely, Class A members and Class B members. The board of directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

Class A Members

- i. Class A voting membership shall be available only to every properly delegated Member of a Branch and a Member of the Executive committee to a Congress. This person shall have the right to vote, either in person, or through a proxy, who must also be a Member of the Association in good standing.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Association.
- iii. As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- i. Class B non-voting members shall be available only to;
- ii. The Extraordinary Members, who should not have the right to vote in the Association, and who have applied and have been accepted for Class B non-voting membership in the Association;
- iii. The Honourary Members;
- iv. The term of membership of Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Association;

- v. Subject to the Act and the Articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association;

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members convening a Congress or Annual meeting or Extraordinary Meeting, indicating its Agenda and the blank form of proxy, shall be given to each member entitled to vote at the meeting by the following means:

- a. By mail, courier or personal deliver to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
- c. Communicated via a publication:
 - o At least once a week for three weeks prior to the meeting if using a newspaper; or
 - o Between 21 and 60 days if using a publication of the association that is distributed to members;

Notice is affixed to notice board not less than 30 days before the meeting.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

4.3 Absentee voting by Proxy

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at the meeting of the members may vote by proxy if the Association has a system that:

- a. Enables the votes to be gathered in a manner that permits their subsequent verification; and
- b. Permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Every branch that is not present at the congress may delegate by a proxy a member of the other Branch in good standing to represent the absent branch.

Vote by proxy is not allowed at the Annual General Meeting or Extraordinary General Meeting of the branch.

Pursuant to subsection 197(1) (Fundamental changes) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the Association to change this method for voting by members not in attendance at a meeting of members.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Persons entitled to be present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.2 Conduct of the Meeting

The conduct of all meetings of the Board of Directors and all Local Branches (Congress, Extraordinary Meeting, Board of Directors, Executive Committees, standing Committees and Annual General Meetings etc.) shall be in accordance with Robert's Rules of Order.

5.3 Chair of the Meeting

In the event that the president or vice-president of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

5.4 Quorum

One half (50%) of all Members of the Executive Committee of the Board of Directors and or Board of Directors of the branch shall constitute a quorum for its meetings.

Quorum requirements vary as follows:

- A. Congress and Extraordinary Meeting:
 - Seven (7) delegates shall constitute a quorum.
 - One half of all members of the Association's Board of Directors shall constitute a quorum that includes audio conferencing presence.
- B. Local branch meeting of members:
 - One quarter of all members of the branch shall constitute a quorum for the transaction of business at its General Meeting.
 - In the absence of a quorum one half hour after the stated time, a second general meeting with the identical Agenda shall be held after another half hour, regardless of the number of Members present;
 - For the conduct of other meetings of Members of the Branch, three Members shall constitute a quorum for the transaction of business.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.5 Chair of the Meeting

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the result of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE 6 DIRECTORS

The Board of Directors shall consist of the Officers of the Association, members of the Executive Committee, the Chairpersons' of the Association's Standing Committees, and up to additional twenty (20) members and all Presidents or Vice-Presidents of the Association's Branches.

6.1 Election and Term

The president, the vice-president of the board or any two (2) directors at any time, may call meetings of the board. The office shall be automatically vacated if;

- S/he has resigned the office by delivering a written resignation to the Secretary
- S/he was found derelict in his duties by simple majority vote of the Board of Directors or by a 2/3-majority vote if Congress or Extraordinary meeting
- S/he has forfeited membership in the Association for reasons specified in these by-laws
- S/he is found by a court to be of unsound mind
- S/he becomes bankrupt or is not able to pay financial obligations

6.2 Power of the Board

The board may adopt, amend and rescind rules and regulations governing the activities of Committees, the administration and activities of the association as deemed necessary and appropriate, provided they are compatible with by-laws of the Association. The Congress may retroactively review all such rules and decisions.

Executive Committee of the Board of directors and Officers of the association shall be elected as stipulated below at every second ("Election") Congress:

President

First Vice-President

Second Vice-President

Secretary

Deputy Secretary

Treasurer

Deputy Treasurer

Chairpersons of Standing Committees

Chairpersons of Committees approved by the Congress

ARTICLE 7 MEETINGS OF DIRECTORS

7.1 Election and Term

The president, the vice-president of the board or any two (2) directors at any time, may call meetings of the board. If the association has only one director, that director may call and constitute a meeting.

The chair of the board, the vice-president of the board or the director(s) shall convene the meetings of the Board at least four (4) times during the year. Extraordinary meetings may be held as required, but must be convened upon request at least one third of all members of the Board or one third of local branches.

The administrative term of the Association shall be one (1) year, commencing on January 1 and ending on December 31 of the year.

The election term of the Board of Directors, Officers, Standing Committees and the Audit Committee shall be two (2) administrative terms; the election term of the Branch Board of Directors, its Officers and Auditors, shall be one (1) administrative terms.

The election term of the Branch Board of Directors, its Officers and Auditors, shall be one (1) administrative term.

All officers may be elected to a particular office consecutively only three (3) times. Following an interval of one term office, during which they may be eligible for election to another office, they may be elected to their office previously held again.

An officer may hold more than one office on the Board of Directors.

7.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 11.1 of this by-law to every director of the Association not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting of directors need specify purpose or the business to be transacted at the meeting except that notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with the meeting.

7.3 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice

of Meeting) of Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.4 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.5 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purpose and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

ARTICLE 8 OFFICERS

8.1 Description of Offices

Unless otherwise specified by the board, which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if offices are appointed, shall have the following duties and powers associated with their positions:

- a. **President** –The president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association. He shall ensure all orders and resolutions of Congress and the board of Directors be carried out and shall represent the Association before other persons, authorities and before court.
- b. **Vice-presidents of the Board** – The vice-president of the board, shall assist the president as required and perform such other duties as may from time to time be assigned to them by the Board of Directors. If the president of the board is absent or unable or refuse to act, the vice-president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-president shall have such other duties and powers as the board may specify.
- c. **Secretary** –The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Association’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be custodian of the seal, all books, papers, records, documents and other instruments to the Association.
- d. **Deputy Secretary** – The deputy secretary shall assist the secretary as required and perform such other duties as may from time to time be assigned to him by the Board of

directors. In the absence or disability of the secretary, he shall perform the duties and exercise the powers of the secretary.

- e. **Treasurer** –The treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, trust company, financial institution, or registered dealer in securities, as may be designated by the Board of directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to Congress and the Board of directors and accounting of all transactions and a statement of the Association’s financial position. He shall also perform such other duties as may, from time to time, be directed by the Board of directors.
- f. **Deputy Treasurer** –The deputy treasurer shall assist the treasurer as required and perform such other duties as may from time to time be assigned to him by the Board of directors. In the absence or disability of the treasurer, he shall perform the duties and exercise the powers of the treasurer.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.2 Vacancy in Office

In the absence of written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. The officer’s successor being appointed;
- b. The officer’s resignation;
- c. Such officer ceasing to be a director (if necessary qualification of appointment) or
- d. Such officer’s death.

In the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

8.3 Committees

To effectively discharge the program and policies adopted by a Congress, the Association and or Congress shall establish Standing Committees and Special Committees for specific tasks.

8.3.1 Standing Committees

The Chairperson of every Committee shall be a member of the Board of Directors elected by the Congress; the number of Committee members shall be determined by the scope of the activities and requirements of the committee.

Upon proper analysis and perusal of facts, immediate and future needs of the Association the Board of Directors shall recommend to the Congress to amend outlined status and responsibilities

of the Committee and or Committees and also to create a new Committee or Committees sharing and fulfilling the responsibilities of one or more previous Committees.

8.3.2 Conciliation Committee

The Conciliation Committee shall settle disputes arising out of the activities among members and officers of the Association, among local branches and officers or governing bodies of the Association. The Committee shall also settle contested cases of admission to or termination of the membership.

The Board of Directors shall elect three (3) Committee members as required. Should a member of the Committee be a member of a local Branch involved in a dispute, the Board of directors shall replace him with another member of the Association.

The Committee shall commence its activities only on request by a disputing party. After careful perusal and consideration of factual evidence from all parties involved, findings are submitted to the Board of Directors, and may be accompanied by a recommendation of measures deemed necessary to rectify the situation. Its findings shall be final and may be reversed only by resolution of a Congress or Extraordinary Meeting. Its verdict shall be binding for all parties of the dispute.

8.3.3 Special Committees

Special Committees are elected to fulfill specific short-term task every Congress or Extraordinary Meeting shall elect:

1. Verification Committee

The Verification Committee consisting of a minimum of three (3), maximum of five (5) members, shall verify the validity of the election of delegates, confirm the number of votes of local Branches and present its report to the Congress or Extraordinary Meeting. Every alternate (“congress”) Annual meeting shall, in addition, elect

2. Nominating Committee.

The Nominating Committee shall consist of as many members as there are local Branches represented at the Congress or the Extraordinary Meeting. Delegates from each local Branch shall name one of its delegates to represent it at the Committee.

The Committee shall prepare and present to the Congress a slate of the Officers, members of the Board of Directors and the Audit Committee for the ensuing term of office.

3. Resolutions Committee

The Resolutions Committee shall consist of as many members as Congress may deem necessary. The Committee shall review and, if it deems advisable or necessary, edit, adjust or amend all resolutions submitted to a Congress and present them, together with its recommendations, for approval to the Congress or Extraordinary Meeting.

The Committee may also submit to the Congress or Extraordinary Meeting its own resolutions that it may consider appropriate or desirable.

8.4 Auditors

The Congress shall elect an Audit Committee consisting of as many Members as the Congress may deem necessary for an effective audit of accounting records and of the business of the

Association at least once every year, and for a verification that the activities and decisions of the Board of Directors, the Committees and all Officers of the Association were in accordance with resolutions and decisions of the Congress and the by-laws.

8.4.1 Public Auditor

The Congress, in addition to the Audit Committee, appoints an independent public accountant. The auditor shall hold office until the next Congress. The Board of Directors shall fix the remuneration of the auditor.

The books, accounts and records of the Secretary and Treasurer shall be audited once a year by two members - Auditors elected for this purpose at the properly convened Congress or Extraordinary meeting or at the Annual General Meeting of the Branch. Complete proper statements of the standing of the books and accounts for the previous year shall be submitted and presented at the above mentioned meetings of the Association.

No Auditor shall have direct arm length (family) relationship to any member of the Association's Board of Directors or to any member of the Board of Directors at the branch level.

8.5 Indemnity of Directors, Officers, Auditors or/and others

Every Director or Officer of the Association or Association's Branch or other person who has undertaken or is about to undertake any liability on behalf of the Association or Association's Branch, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, business or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as, are occasioned by his own wilful neglect or default.

The only exception are incidents where action as to matters to which he shall be finally adjudged in a suit or proceeding to be liable for fines or penalties imposed in a criminal suit or action or for unjustified profit or advantage or any wrongful act done or attempted in bad faith or wilful neglect or to conduct of the business affairs of the Association in a manner that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of an interested party, not securing professional advise in respect to the issue or issues in particular which would cause loss and or increased cost or reckless disregard of pertinent facts or not acting in the best interest of the Association or dishonesty.

ARTICLE 9 LOCAL BRANCHES

9.1 Definition

Local Branches are the basic organizational units of the Association and may be established in any locality with at least five persons of Czech or Slovak origin. The establishment of a new

Branch and its incorporation into the Association shall require the consent of the Board of Directors and the adoption by the Branch of the by-laws.

The Annual General Meeting or Extraordinary General Meeting, the Board of Directors, the Executive Committee of the Board of Directors, and the Auditors of the Branch shall administer the affairs of the Branch.

9.2 Additional Definitions

“Improper conduct“ means when the Board member or Auditor:

- a. Is in non-compliance with the regulations and or the by-laws, and or Board’s resolutions, directives and requests of the Board;
- b. Does and conducts the Association’s activities in a manner that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of an interested party;
- c. Exercises the powers of the Board in a manner that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of an interested party;

“Interested party” means a member of the Association's Branch, a member of a Board or any outside agency.

9.3 Governing Bodies

The Annual General meeting shall be the supreme governing body of the Branch. The Board of Directors of the Branch shall convene it at least once (1) every year before March 15.

9.4 Notice of Meeting of Members

The notice convenes the Annual General Meeting and or Extraordinary General Meeting indicating its Agenda, and other pertinent information, date and venue shall be announced to members at least fourteen (14) days prior to the date of Annual General Meeting and or Extraordinary General Meeting. The Annual General Meeting shall elect the Board of Directors and the Auditors, approve the annual report of the Board of Directors and Auditors, establish the amount of membership dues, budget and decide in principle all activities and affairs of the Branch.

If a candidate is nominated to the Board of Directors or as an Auditor and agree with his nomination and he is not able to attend, his nomination shall be accepted.

9.5 Board of Directors and Auditors

The Board shall consist of not less than three (3) or more than eleven (11) persons and two (2) Auditors. A Special Resolution passed at the Annual General Meeting of the Association’s Branch could vary except neither the minimum nor the maximum number of members of the Board.

Auditors are allowed to be present at the Board’s meeting but they do not have voting rights. There shall be non-arm length relationship between any Board member and any Auditor.

Members of the Executive Committee of Board of Directors of the local Branch are:

President,
Vice President,
Secretary,

Treasurer and or Secretary/Treasurer

9.6 Duties of the Board

Every member of the Board shall exercise the powers and discharge the duties of the office of member of the Board honestly and in good faith, and in the manner that is oppressive or unfairly prejudicial to or that unfairly disregards the interest of an interested party and to act all the time for the best interest of the Members.

The Board shall:

1. Cause Minutes to be kept of its proceedings which shall, unless the Board otherwise decides, be kept by the Secretary;
2. Cause Minutes to be kept of any General meetings which shall, unless the Board otherwise decides, be kept by the Secretary;
3. Cause proper books of account to be kept in respect of all sums of money received and expended by the Association's Branch, and the matters in respect of which such receipts and expenditures take place, the keeping of said books, unless the Board otherwise decides, to be the responsibility of the treasurer;
4. Cause to be prepared proper accounts relating to all moneys of the Association's Branch and the income and expenditures, therefore for each Annual General meeting, such preparation, unless the Board otherwise decides, to be responsibility of the treasurer and auditors;
5. Cause to be prepared a Special Fund Report (e.g. grants, casino etc.) for each Annual General meeting, if such special fund does exist; such preparation, unless the Board otherwise decides, to be the responsibility of the president and treasurer;
6. On application of a member or any person authorized in writing by one of them, make the books of account and all minutes of the meetings of the Association's Branch and the Board available for inspection at all reasonable times;

A written resolution of the Board signed by all members of the Executive Committee of the Board of Directors and or the Board has the same effect as a resolution passed at the meeting of the Board duly convened and held.

The duties of the local Branch shall include the establishment and maintenance of a membership roster and submission of its copy, together with an annual report on activities of the Branch and its financial report for the preceding year, to the Association's Board of Directors by March 15 of every year.

9.7 Conduct of the Meeting

Executive Committee of the Board of Directors shall convene meeting of members as required and decide their order of business.

An Annual General Meeting must be held no later than March 15 of a current calendar year.

9.8 Notice of Meeting of Members

Notice convening an Annual General meeting and or Extraordinary General meeting, or Board of Directors Meeting indicating its Agenda, date and venue, shall be forwarded to every member of the Branch or member of the Board at least fourteen (14) days prior to the date of such meeting.

Any notice shall be served either personally or upon a telephone call or by sending through the postal service provider or by a facsimile transmission (fax) or an electronic transmission via Internet – email, to such member addressed to her/him at her/his address as it appears in the books of the Association. The notice need not specify the purpose of or the business to be transacted at the meeting.

When the Executive Committee of the Board of Directors is calling for an Extraordinary Board Meeting, there is no need to serve notice, but all Board members shall be notified using any of the above-mentioned means.

9.9 Order of Business at the Association’s Branch General Meeting

The order of business in any properly convened General meeting, Extraordinary General meeting and or Annual General meeting of the Association's Branch, shall be as follows:

GENERAL MEETING AGENDA:

1. Call to Order by the Chairman;
2. Naming the Minutes taker;
3. Proof of Notice of meeting or waiver of Notice;
4. Reading and disposal of any unapproved Minutes
5. Election of Verification Committee;
6. Election of Nominating Committee;

(Applicable to the Annual General Meeting)

7. Report of President;
8. Report of Vice-President;
9. Report of Secretary;
10. Report of Treasurer;
11. Report of Auditors;
12. Report of Committees, if any;
13. Specified Items of Unfinished Business;
14. Report by the Verification Committee;
15. Discussion to all Reports;
16. Approval of all Reports by members;

(Applicable to the Annual General Meeting)

17. Nomination of the Board’s members and Auditors;

(Applicable to the Annual General Meeting)

18. Election of Members of the Board and Auditors;

(Applicable to the Annual General Meeting)

19. Establishing of Membership Fees until the next Annual Meeting;

(Applicable to the Annual General Meeting)

20. Specified Items of New Business;
21. New Agenda & Discussion;
22. Adjournment;

9.10 Order of Business at the Board of Directors Branch Meeting

The order of business in any properly called meeting of the Executive Committee of the Board of Directors or Board of Directors of the Association's Branch shall be as follows:

BOARD OF DIRECTORS' MEETING AGENDA:

1. Call to Order by the Chairman;
2. Proof of Notice of meeting or waiver of Notice;
3. Election of Officers of the Association and appropriate functions: President, Vice-President, Secretary, and Treasurer
(First Board Meeting after the Annual General Meeting or voting Extraordinary General Meeting)
4. Approval of Agenda
5. Reading and disposal of any unapproved Minutes
6. Report of the President
7. Report of the Vice-President
8. Report of the Secretary
9. Report of the Treasurer
10. Report of the Standing Committees if any
11. Specified Items of Unfinished Business
12. New Business
13. Next Meeting - location and date
14. Adjournment

9.11 Membership Fees and Conditions

The membership dues of the Branch shall include the amount of membership dues established by the Congress, which the Branch shall remit to the Association's Board of Directors by March 15 of the following year after a current calendar year, i.e. December 31.

Local Branches may own assets, establish their own rules and regulations for the activities of the Branch, which must be in compliance with decisions of the Congress and the Association's Board of Directors and compatible with the by-laws of the Association.

9.12 Vested Powers

The Board for the benefit of the Association's Branch and all members shall have vested in its powers of the Association's Branch and shall enforce the provision hereof.

9.13 Election and Term

Members of the Board and Auditors shall be elected at an Annual General Meeting for a term expiring at the conclusion of the next Annual General Meeting convened.

The Board at its first Board meeting shall elect the President, Vice President, Secretary, Treasurer, and Officers of the Association;

An election is held at each Extraordinary General Meeting convened, if there are more than four (4) vacancies to be filled on the Board providing, that the Executive Committee of the Board of

Directors deems it is necessary; The four (4) members of the Board elected by the most votes each shall be elected or appointed for a term expiring at the conclusion of the next Annual General Meeting properly convened;

At any election of the Board, each person entitled to vote shall be entitled to vote for as many nominees and or as there are vacancies to be filled on the Board and Auditors.

Any Member in good standing, who has attained the age of majority, shall be eligible for nomination and election to the Board. Any Member indebted to the Association's Branch or Association is not eligible for election or membership on the board.

9.14 Quorum

Quorum requirements for conduct of local Branch meetings shall be:

- One quarter (1/4) of all members of the Branch shall constitute a quorum for the transaction of business at its Annual General meeting.
- In the absence of a quorum one half hour after the stated time, a second general meeting with the identical Agenda shall be held after another half hour, regardless of the number of members present;
- For the conduct of other meetings of members of the Branch, three (3) members shall constitute a quorum for the transaction of business.
- One half (1/2) of all members of the Executive Committee of the Board of Directors and or Board of Directors of the Branch shall constitute a quorum for its meetings.

9.15 Disqualification and Removal the Board Member or Auditor from the Board, Vacancy in office

Except where the Board consists of less than three (3) members, it may upon a majority vote and by a proper resolution at a properly convened Board meeting and or Extraordinary board meeting to remove any member of the board before expiration of his term of office and appoint another person if necessary in his place to hold office in his place until the next Annual General Meeting for any cause which is causing harm to the Association and or the improper conduct.

The office of a member of the Board of Directors or Auditor shall, ipso facto, be vacated if he:

- a. Resigns his office in writing, sent to or delivered to an officer of the Association's Branch;
- b. Becomes bankrupt under the bankruptcy ACT (Canada or any ACT passed in substitution therefore;
- c. Becomes of unsound mind or mentally incompetent, or is subject of a certificate of incapacity issued under Adults ACT, or any ACT passed in substitution therefore;
- d. Is convicted of indictable offence;
- e. Is absent from three (3) consecutive meetings of the Board without excuse and it is resolved at the subsequent meeting of the Board that his office be vacated;
failed to pay any money owed to the Association's Branch;
- f. Is deceased.

ARTICLE 10 ADMINISTRATIVE

10.1 Correspondence and documents

Correspondence, documents and agreements of the Association shall be signed by any two of the following Officers:

President,
First Vice-President,
Second Vice-President
Secretary
Deputy Secretary,
Treasurer,
Deputy Treasurer;

All thus signed documents shall be binding for the Association without the need for any further formal authorization.

The Board of Directors shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts documents or instruments in writing.

Where required, the signing Officer may affix the Association's seal on the document.

10.2 Finances

Expenditures associated with the Association's activities shall be defrayed from membership dues and other dues and payments, from grants, donations, bequests and from proceeds of events, fund raising activities, and the Association's equity.

The Association shall carry on its activities and operations without pecuniary gain to its members; its equity, profits and other income shall be used only for purposes generally beneficial and in accordance with this by-laws.

The Association may invest any funds not immediately required by only in investments in which a trustee may invest trust money under the Schedule to the Trustee ACT.

Where the Association or any person is in receipt of money paid to or for the benefit of the Association, that money and all the proceeds arising from that money are deemed to be held in trust for the performance of the duties and obligations in respect of which the payment was made.

The Association is strictly prohibited to loan any of its funds to any of its members.

10.3 Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of an meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer of member of a committee of the board or to the public accountant shall be sufficiently given:

- a. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown on the records of the Association or in the case of notice to a director to the first address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. If mailed to such person at such person's recorded address by prepaid ordinary or in air mail; or
- c. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

10.4 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of the by-law.

10.5 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 11 DISPUTE RESOLUTION

11.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this by-law.

11.2 Dispute Resolution Mechanism

In the event that dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators, which will be called the Conciliation Committee. The Committee shall be elected by the Board of Directors and shall commence its activities only on request by a disputing party.
- After careful perusal and consideration of factual evidence from all parties involved, findings are submitted to the Board of Directors, and may be accompanied by a recommendation of measures deemed necessary to rectify the situation.

Its findings shall be final and may be reversed only by resolution of a Congress or Extraordinary Meeting. Its verdict shall be binding for all parties of the dispute.

ARTICLE 12 EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be by By-law No. 1 of the Association, as enacted by the directors of the Association by resolution on the ____ day of _____, 2013 and confirmed by the members of the Association by special resolution on the ____ day of _____, 2013.

Dated as of the ____ day of _____, _____.

President