



# Ukrainian Shumka Dancers Society Bylaws

## Document Information

<b>Document Version</b>	<b>Date</b>
1.0	City of Edmonton, in the Province of Alberta, September 21, 1966.
2.0	AMENDED at the City of Edmonton in the Province of Alberta, the 21st day of October, A.D. 2015
3.0	Approved in the Province of Alberta July 25, 2021. In effect October 21 <sup>st</sup> , 2021.

# 1 GENERAL

---

## 1.1 Definitions

- **“Act”** means the *Alberta Societies Act (Revised Statutes of Alberta, current as March 26, 2021)*
- **“Shumka”**: Refers to the **Ukrainian Shumka Dancers Society**.
- **“The Ukrainian Shumka Dancers”**: Refers to the Professional Company whose dancers are paid per performance.
- **“Board”** means the Board of directors of the Society and
- **“Director”** or **“Directors”** means the Directors of the Society, which serve on the Board, elected or appointed in accordance with the bylaws
- **“Bylaws”** means any other bylaw of the Society as amended and which are, from time to time, in force and effect.
- **“Shumka School of Dance”**: Provides high quality instruction for dancers of all ages.

## 1.2 Society Objectives

### 1.2.1 Mission

- (a) Shumka promotes, develops and preserves professional Canadian-Ukrainian dance as a community leader.

### 1.2.2 Mandate

- (a) Shumka creates a broad scope of original and collaborative interpretive works built upon the foundations of the Canadian and Ukrainian life experiences of its artists, and the rich heritage of the Ukrainian folk culture.
- (b) Shumka achieves its mandate by:
  - (i) Respecting the origins of traditional Ukrainian culture, while integrating the Canadian experience and contemporary expectations to make its programs relevant to today’s audiences.
  - (ii) Creating a centre of excellence in dance education to prepare the next generation of citizens, dancers and creators in the art form.
  - (iii) Collaborating with other artists in Edmonton, in Canada and internationally.
  - (iv) Creating a hub of arts and culture activity in the community.
  - (v) Presenting art and experiences for people of all ages, backgrounds and abilities.
  - (vi) Engaging diverse communities through performance, education and opportunities for inclusive participation.

### 1.3 Compliance with Societies Act

- (a) Shumka shall comply, at all times, with the provisions of these objectives and Bylaws, as may be amended from time to time, and in compliance with the *Alberta Societies Act, (Revised Statutes of Alberta, current as March 26, 2021)*, and amendments thereto.

### 1.4 Transitional

#### 1.4.1 Previous Bylaws Repealed

- (a) The previous Bylaws of Shumka, dated October 21, 2015, are rescinded and replaced with these Bylaws.
- (b) Amended at the City of Edmonton, in the Province of Alberta, this 25<sup>th</sup> day of July, 2021.
- (c) These bylaws govern Shumka's business and operations.

## 2 MEMBERSHIP

---

### 2.1 Eligibility

- (a) The membership year shall be from the first day of June to the last day of May.
- (b) The Society shall be composed of the members as set out in this section. Members shall have only those rights and privileges described below and other rights and privileges as the Board may determine from time to time.
- (c) Individuals become members when:
  - (i) They begin dancing with the Ukrainian Shumka Dancers.
  - (ii) They resign from actively dancing with the Ukrainian Shumka Dancers and become Alumni.
  - (iii) There are individuals willing to contribute or are actively contributing to the Society's activities; and/or have been recommended to membership by a current member.

### 2.2 Designations

- a) Membership will consist of the following designations:
  - (i) Dancers: An individual who is currently dancing with the Ukrainian Shumka Dancers after following audition and intake processes as defined by current operational policy.
  - (ii) Alumni: An individual who previously danced with the Ukrainian Shumka Dancers and has completed their apprenticeship period.
  - (iii) Community: Individuals who have not danced with Shumka. Individuals may join the Society if recommended by a current Shumka member, following current operational procedures.

## 2.3 Society Membership Rights, Responsibilities and Standard of Conduct

- (a) Each member, as a condition of membership in the Society, agrees to accept, uphold and be governed by the Bylaws and current operational policies and procedures, and shall further agree to abide by and accept the rulings, decisions and proclamations of the properly constituted authorities of Shumka, including, without limitation, the standards of conduct that may be established by the Board from time to time.
- (b) Members may be appointed to committees of the Society and vote on such committees.
- (c) Each member shall have one (1) vote at the Annual General Meeting and at other special general meetings of the Society.
- (d) Each member shall be entitled to hold office in the Society.

## 2.4 Termination, Resignation from the Society

- (d) Membership in the Society ends when:
  - (i) the member dies or resigns from the Society;
  - (ii) the member is terminated in accordance with these bylaws; and/or
  - (iii) the Society is liquidated and/or dissolved.
- (b) Any member may resign from Shumka membership by notifying the Board in writing. (Note: per section 2.2 a) (ii), Dancers who resign from the Company from become Alumni members; Dancers who are terminated are also terminated from the Society.)
- (c) Any member failing to comply with the Bylaws and current operational policies may be terminated from the Society.
- (d) Any member may be terminated by a vote passed by at least two-thirds (2/3) of the Board. Appeal is not allowed.
- (e) Members waive any rights or claims to damages that they may have against Shumka if membership ceases in accordance herewith.

# 3 MEETINGS

---

## 3.1 Annual General Meeting

- (a) Shumka shall hold an Annual General Meeting (AGM) at least once per fiscal year.
- (b) The business of the Annual General Meeting shall include, but not be limited to the:
  - (i) report of the Board;
  - (ii) report of the Committees, if any;
  - (iii) list of individuals interested in becoming a Director on the Board, as presented by the Vice-Chair, to include election of Directors;
  - (iv) installation of the Board's Directors;

- (v) report of the Executive Director;
- (vi) auditor's report of previous financial year;
- (vii) appointment of the auditor; and
- (viii) other business.

### **3.2 Special General Meeting**

- (a) The Board may call special general meetings of Shumka; or
- (b) The Board may call a special general meeting on receipt of a written request signed by no fewer than thirty (30) members entitled to vote and stating the purpose of such meeting.
- (c) When called by the Board, the special general meeting shall be held within thirty (30) days of receiving the written request unless the purpose of such meeting is for the repeal, alteration or amendment to the Bylaws which shall require a special resolution.

### **3.3 Notice of Meetings**

- (a) The Board will determine the time and place of the Annual General Meeting and shall notify members by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, at least three (3) weeks (21 days) before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- (b) The Board will determine the time and place of any special general meeting and shall notify each member entitled to vote by telephonic, electronic or other communication facility, at least three (3) weeks (21 days) before the day on which the meeting is to be held, and whenever possible, also specifying the purpose thereof. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

### **3.4 Quorum**

- (a) At any Annual General Meeting or special general meeting of the Society, twenty-five (25) members eligible to vote at the meeting shall constitute a quorum.

### **3.5 Participation by Electronic Means**

- (a) If Shumka chooses to make available a telephonic, electronic or other communication facility that permits all individuals to communicate adequately with each other during a meeting of members, any person entitled to attend such meetings may participate in the meeting by means of such telephonic, electronic or other communication facility.
- (b) A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these bylaws, an individual participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that Shumka has made available for that purpose.

## 4 GOVERNANCE

---

### 4.1 Board of Directors

#### 4.1.1 Composition

- (a) The Board shall be composed of up to 11 members of Shumka, who have the skills and competencies required to effectively govern Shumka.
- (b) The Board shall include at least two Dancers (including those who may be on a leave of absence), and one Alumni member of the Society. If a Dancer resigns or continues to be on a leave, at the time of an AGM, they must resign from the Board to ensure the quota of at least two Dancers is maintained.
- (c) In the event that the Board has not attained the minimum representation outlined in 4.1.1 (b), the Board may appoint member(s) from the under-represented group or groups to the Board of Directors to serve as a Director until the next Annual General Meeting.
- (d) Director election shall follow these steps:
  - (i) Individuals who wish to sit as a Director and are willing to become a member of the Society, will express their interest, per 4.1.1(d)ii.1, to the Vice-Chair no later than sixty (60) days prior to the next Annual General Meeting.
  - (ii) The Vice-Chair shall compile a list of individuals who have expressed interest to serve as a Director on the Board. Elections will follow this procedure:
    - ii.1 Members who wish to sit as a director must complete a nomination form, signed by another Member, and submit to the Vice-Chair. Each nomination will be in writing, in the form prescribed by the Society, and contain:
      - the name, and contact information of the Member nominating the candidate;
      - the name, contact information, experience and qualifications of the candidate (nominee).
    - ii.2 Members will elect Directors from the list of those nominated, to fill the number of available positions on the Board as previous Director's terms conclude.
    - ii.3 Elections will occur electronically, prepared in an online platform, as chosen by the Board.
    - ii.4 Electronic votes will remain confidential. Members must register to vote.
    - ii.5 The vote will occur before the AGM. The nominees with the greatest number of votes will fill the available positions. In the event of a tie, a revote will occur. If a tie persists, a name will be drawn, and that individual shall become a Director.
    - ii.6 Results of the election will be announced at the AGM.
- (e) The Board will select the Chair, Vice-Chair, Secretary and Treasurer from amongst the Board Directors at the first meeting after the AGM.
- (f) Directors will be elected to hold office for a term of two (2) years. No Director shall serve more

than two (2) consecutive two-(2) year terms. Directors are eligible to rejoin the board after two years from the end of their last term.

#### 4.1.2 Meetings

- (a) The Board shall meet quarterly at minimum, and more often at the call of the Chair, or by a call of 1/3 of the Directors.
- (b) A minimum of 2/3 of the members of the Board shall constitute a quorum.
- (c) Any member who has notified the Chair or Vice-Chair before a meeting may attend as an observer. The Chair may, at any time, determine that all or a portion of a meeting should be closed to observers.

#### 4.1.3 Powers and Duties

- (a) The Board of Directors is responsible for driving forward the strategic direction of the organization, for setting corporate and business plan priorities, and managing risk and accountability. Its role includes:
  - (i) Developing a long-range plan for the organization; define strategy and a time frame to achieve goals.
  - (ii) Ensuring the long-term organizational stability and strength of the organization, bring into the organization individuals with the necessary abilities to lead and manage the organization in the future.
  - (iii) Ensuring the long-term financial stability and strength of the organization, develop and maintain sources of income to provide for the continuing operation of the organization.
  - (iv) Maintaining the integrity, independence and ideals of the organization; do not allow individuals or organizations to compromise these principles.
  - (v) Hiring and developing an executive director to manage the operations of the organization.
  - (vi) Exercising constructive oversight of the executive director, approve annual budgets, review operating and financial results, audit for compliance with internal policies and external requirements, review performance against goals.
  - (vii) Evaluating its own performance as a Board annually.
  - (viii) Taking on any other duties assigned by the membership or that may impact the society.
- (b) All Directors must sign and abide by the Board's Code of Conduct.
- (c) Enforce the due observance of the Bylaws.

#### 4.1.4 Role of the Chair

- (a) Perform such other duties that usually pertain to this office;
- (b) Preside at all meetings of the Society and Board;
- (c) Sign documents requiring an official signature of the Society;

- (d) Be an ex-officio member of all Society committees; and
- (e) Attend to other matters as may be assigned by the Board from time to time.

#### 4.1.5 Role of Vice-Chair

- (a) Assist in the performance of the Chair's duties;
- (b) Perform the functions of the Chair in case of the Chair's absence;
- (c) Compile the list of interested individuals wishing to become a Director of the Board
- (d) Attend to other matters as may be assigned by the Board, from time to time.

#### 4.1.6 Role of Secretary

- (a) Keep a full and accurate record of all minutes at meetings;
- (b) Act as custodian of Shumka's seal;
- (c) Attend to and fulfill all other secretarial duties as may be assigned by the Board from time to time.

#### 4.1.7 Role of Treasurer

- (a) Ensure effective oversight of Shumka's financial position;
- (b) Review financial statements as Shumka may require from time to time;
- (c) Ensure an annual financial audit is completed prior to the AGM; and
- (d) Attend to other matters as may be assigned by the Board from time to time.

#### 4.1.8 Resignation

- (a) A Director ceases to be a Director when they resign from the Board, in which event such resignation becomes effective on the date the written resignation is provided to the Board of Directors.

#### 4.1.9 Board Member Disqualification

- (a) A Director may be disqualified from the Board if they:
  - (i) Cease to be a Shumka Member;
  - (ii) Have violated the Code of Conduct;
  - (iii) Are absent for more than 3 consecutive meetings without a reason found valid by the Board;
  - (iv) Are found guilty of criminal activity;
  - (v) Are found not to be of sound mind by a Court of Canada;
  - (vi) Have broken Board confidentiality;
  - (vii) Do not live up to the Board's standards of performance; and
  - (viii) Have contravened the duties outlined in these bylaws.
- (b) The Board may disqualify the Director from the Board with written notice by a 2/3 vote of the



Board of Directors.

#### 4.1.10 Removal by Members

- (a) A Director may be removed from office by a resolution passed at a Special Meeting (per section 2.4) with quorum as defined in section 3.4.

#### 4.1.11 Vacancies

- (a) If any vacancies should occur on the Board, the Board may appoint a member of the Society to fill such vacancy until the next Annual General Meeting.

### 4.2 Committees

- (a) The Board may from time to time appoint advisory, technical or other ad hoc committees as it may deem necessary for the conduct of the Society's business.
- (b) Standing Committees will include, but not be limited to:
  - (iii) Governance Committee
  - (iv) Finance Committee
  - (v) Fund Development Committee
  - (vi) Alumni Relations Committee
- (c) The Board shall determine the terms of reference for the Committees.
- (d) Committee appointments shall terminate at the Board's discretion.
- (e) The Committees will select a chair from among the Committee's members.

#### 4.2.1 Duties

- (a) Each committee shall perform such duties as assigned by the Board and shall keep proper records of all its proceedings.
- (b) No committee shall incur any liabilities without prior authorization from the Board.

### 4.3 Procedures

- (a) All meetings of the Board, any general or special meetings of Shumka shall be conducted in accordance with the rules as established by the Board and may be revised from time to time, as long as they are consistent with the Bylaws and operational policies.

### 4.4 Remuneration

- (a) Except for wages paid to contractors or to employees, no remuneration shall be paid to any Director or member of Shumka.
- (b) Notwithstanding section 4.4 (a), the Board shall determine what honoraria, travel and maintenance allowances shall be payable to members serving it in various capacities. At its discretion, the Board may determine that honoraria and allowances may be paid to members

providing unusual or special services to the Society. The Board shall make a report concerning honoraria at the Annual General Meeting.

## 4.5 Indemnification

### 4.5.1 Indemnity to Directors and Others

- (a) The Society may indemnify each and every present and former Director together with any member who sits or who has sat on any Society committee at the request of the Society (each an “Indemnified Party”) and purchase and maintain insurance for the benefit of an Indemnified Party in the same way as if permitted in respect of a director or officer of a corporation under the *Business Corporations Act*, R.S.A. 2000, c.B-9.
- (b) Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act* (Alberta), as amended or replaced from time to time by legislation of similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

## 4.6 Disclosure

### 4.6.1 Disclosure of Conflict

- (a) A Director who is, or becomes a party, or is a director or shareholder of a corporation that is or becomes a party, to a material contract with the Society shall disclose in writing to the Chair the nature and extent of the interest, and shall not vote on any resolution respecting the material contract, save and except if a minimum of two-thirds (2/3) of the Board vote otherwise.

## 5 FINANCIAL MANAGEMENT

---

### 5.1 Borrowing and Raising funds

- (a) For the purposes of carrying out its objectives and these Bylaws, Shumka may borrow or raise or secure the payment of money in such manner as it deems fit and in particular by the issues of debentures. The power to issue debentures, however, shall be exercised only by special resolution of the members in accordance with the *Societies Act* (Alberta).

### 5.2 Audit of Shumka's Books

- (a) Shumka shall, at each AGM, appoint an auditor, who shall not be a Director, member or employee of the Society, to audit the accounts and annual financial statements of the Society.
- (b) An auditor shall:
  - (i) audit Shumka's books and statements;
  - (ii) file the annual report with the Finance Committee. The chair of the Finance Committee shall submit the annual report to the Board for approval, and it shall be open to inspection by all members. The annual report of the auditor shall be included in the

report to the Annual General Meeting; and

- (iii) examine and report on other financial matters of Shumka on the request of the Board and the auditor's report on Shumka's financial affairs shall be presented at each Annual General Meeting.

### 5.3 Fiscal Year

- (a) Shumka's financial year shall be the first day of June to the last day of May.

## 6 DISSOLUTION

---

### 6.1 Distribution upon Dissolution

- (a) Upon the dissolution, liquidation and winding up of the affairs of the Society, the following formula for distribution shall be invoked by either the Board of Administrators appointed by the Society or by the liquidator(s) appointed by the Lieutenant Governor in Council, in accordance with the *Act, Dissolution section 33(1)*.

### 6.2 Administration

- (a) A Board of Administrators of five (5) members shall be appointed to administer the Society's affairs upon the Society's dissolution. Three (3) members shall be permanent appointees and the Board shall appoint two (2) current Society members annually. If a permanent appointee resigns from the Board of Administrators before dissolution, the Society's Board shall appoint a replacement. If an appointee resigns after dissolution, the other Board of Administrators members shall choose another alternate.

### 6.3 Immediate Disposition of Funds

- (a) Except for paying previously incurred debts, no expenditure may be initiated after dissolution has been approved. Upon dissolution, all assets will be held in trust for three (3) years from the time of dissolution for use by the Board of Administration if one should reform under the name of the Society. Also, if no dancing group reforms in three (3) years, or if a reformed group fails to continue operations, assets held in trust would be used for grants for worthy projects in the field of fine arts, with preference being given to projects in the area of Ukrainian fine arts. The Board of Administrators would award the grants at their discretion, providing that the organization or organizations are recognized Canadian non-profit organizations.

#### 6.3.1 Re-formation of the Group

- (a) Any group of twelve (12) or more persons, aged eighteen (18) years and over, may apply to the Board of Administrators to re-form the Society, provided they will maintain non-profit status by re-forming under the *Societies Act* (Alberta).
- (b) The group's application, if approved by the Board of Administrators, would entitle them to receive twenty (20%) percent of any funds in trust of Five Thousand (\$5,000.00) Dollars or over; One

Thousand (\$1,000.00) Dollars of any funds between One Thousand (\$1,000.00) Dollars and Five Thousand (\$5,000.00) dollars, and all funds if the account is less than One Thousand (\$1,000.00) Dollars.

- (c) After two (2) years of operation, the group would be appraised by the Board of Administrators, and, if found worthy, would receive a further thirty (30%) percent of the original sum (if it were over One Thousand (\$1,000.00) Dollars) and one (1) year later, they would receive the balance if they continue to operate in a manner satisfactory to the Board of Administrators, in its sole discretion.
- (d) All written records, photographs, etc., and all properties such as costumes, props, sets etc., shall be placed permanently in the personal safekeeping of the Board of Administrators.
- (e) Should a dancing group re-form under the name of the Society within three (3) years of dissolution in compliance with the aforesaid, they shall be entitled to the use of all records and properties under supervision of the Board of Administrators.
- (f) The Board of Administrators shall relinquish all administrative powers when the re-formed group has completed their third (3) year of operation in a manner satisfactory to the Board of Administrators.

## **7 BUSINESS MATTERS**

---

### **7.1 Minutes, Books and Records**

#### **7.1.1 Minutes of Meetings and Custody**

- (a) The minutes of the proceedings of meetings of the Society, the Board, and of all committees shall be provided to the Board who shall have the general custody of these records.
- (b) The Board shall also be responsible for the general custody of all other books and records of the Society.

#### **7.1.2 Inspection by Members**

- (a) The books and records of the Society may be inspected by any member at any meeting of the Society of which at least fifteen (15) days prior notice in writing has been given to the Secretary of the Society by the member requesting the inspection.
- (b) Notwithstanding the foregoing, each Director shall have access to such books and records without the requirement of notice.

### **7.2 The Seal**

- (a) The custody of the seal shall remain with the Secretary of the Board.
- (b) The seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Board, or a resolution of the Society, whether previous notice thereof has been given or not, and in the presence of such officers as may be prescribed by such resolution or, if officers are not prescribed, in the presence of the Chair and the Executive Director, if any.

### 7.3 Amendment

- (a) The Bylaws can be repealed, added to or changed only by a special resolution of the members. Shumka's Objectives and Bylaws may be amended, altered or rescinded by a vote of not less than three quarters (3/4) of the Members at any general meeting, providing that at least twenty-one (21) days written notice be given to members, setting out the proposed change together with the existing term or terms proposed to be changed.
- (b) These Bylaws will be reviewed at minimum every five years after they are ratified / or re-ratified at the AGM of that year.