



# Canadian Slovak League

## By-Law No. 1

### July 2019

A by-law relating generally to the conduct of the affairs of the Canadian Slovak League (the “Corporation”)

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**Be it enacted** as a by-law of the Corporation as follows:

#### Section 1 – General

##### 1.01 Definitions

In these by-laws, unless otherwise indicated in the text:

- 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. “articles” means the articles of continuance of the Corporation;
- c. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. “corporation” means the Canadian Slovak League (CSL) with alternative names of Kanadská slovenská liga (KSL) in Slovak and La Ligue Canadienne Slovaque in French;
- e. "board" means the board of directors of the Corporation and "director" means a member of the board;
- f. “branch” means a group of members, organized in any locality in Canada, in accordance with the articles and by-laws of the Corporation; and duly designated as a branch by the Board of Directors;
- g. “branch 99” means a branch administered by the Board of Directors consisting of members who are not members of a local branch;

- h. “district assembly” means a group of branches in a geographic area that come together in accordance with the articles and by-laws of the Corporation; and duly designated as a district assembly by the Board of Directors; and
- i. “Kanadsky Slovak” means the official organ of the Canadian Slovak League and alternately named “The Canadian Slovak”.

### **1.02 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 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Motto**

The motto of the Corporation is “For God and the Nation” in English, “Za Boha a Národ” in Slovak and “Pour le Dieu et la Nation” in French.

### **1.04 Emblem**

The emblem of the Corporation shall be as follows: Upon a background of a green maple leaf, the Slovak national crest, consisting of three blue mountains, upon whose centre peak stands a dual silver cross in a field of red, and around the crest within a silver circle any of the titles: Canadian Slovak League, Kanadská slovenská liga, La Ligue Canadienne Slovaque.

### **1.05 Seal**

The Corporation’s seal shall be as impressed hereon:



### **1.06 Nature and Character**

The Corporation shall be a fraternal organization carrying on its activities for the cultural, linguistic and best interests of its members.

### **1.07 Powers**

The Corporation shall have the power throughout Canada to:

- a. organize, establish and carry its activities through branches;
- b. promote, on the basis of Christian and democratic principles, good citizenship and loyalty to Canada, by educating its members in the history, constitution and governmental organization of Canada;
- c. propagate and develop, among the members of the Corporation, a spirit of mutual co-operation, assistance and friendship;
- d. promote and cultivate among the members of the Corporation sports, cultural and dramatic activities as a means of better understanding and relationships among the members and the Canadian people generally and, with a view of perpetuating their own Slovak, cultural heritage and enriching the multicultural heritage of Canada;
- e. establish and maintain homes for the aged, poor and persons with disabilities; and

- f. carry out such activity as may benefit the preservation of the Slovak language and culture in Canada.

The Corporation may secure for its members such other advantages and establish, maintain and administer such other fund or funds as may be provided by the Corporation's by-laws, and as may be necessary to attain the foregoing objectives.

## **Section 2 – Membership**

### **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The following conditions of membership apply:

#### **Class A Members**

- a. Class A voting membership shall be available only to qualified adult persons and who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. 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**

- a. Class B non-voting membership shall be available only to qualified persons under the age of eighteen (18) and who have applied and have been accepted for Class B non-voting membership in the Corporation.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. 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 Corporation.

### **2.02 Honorary Presidents and Members**

- a. The Convention may elect as Honorary President a member of the Corporation in good standing who has contributed exemplary work and conduct to the benefit of the Corporation.
- b. Honorary members shall be persons of good character whose lifetime achievements are recognized by the Board of Directors bestowing upon them honorary membership. Honorary members shall not be entitled to notices of meetings, nor to vote or hold office.

### **2.03 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery 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.

### **2.04 Admission to Membership**

- a. Only Canadian citizens or permanent residents of Canada of Slovak origin, or the spouse thereof, shall be admitted as members of the Corporation.
- b. The membership application shall be made on a form prescribed and provided by the Board of Directors.
- c. A membership application must be submitted to the local Branch President or Secretary in the locality in which the applicant resides; or, as otherwise directed in writing by the Secretary of the Corporation, should there be no branch in such locality, or a dispute exists as to which branch is appropriate. In the case of a youth member, the application may be made by a parent.
- d. The applicant shall become a member of the Corporation from the date of his/her acceptance by the Branch Executive Committee. The application will be sent by the Branch

Secretary of the new member's branch to the Corporation Secretary within thirty (30) days of the acceptance of the member.

- e. The Board of Directors may, within three (3) months of the applicant's admission, on its own initiative or on written protest, rescind its decision to admit the applicant. The reason for rescission shall be communicated in writing to the local Branch Secretary and the applicant. The applicant shall be refunded all membership fees paid, and he/she shall be considered as never having become a member of the Corporation. However, the applicant shall have the right within 30 days of notification of rescission to follow the process of dispute resolution.

### **2.05 Member's Rights and Privileges**

- a. A member in good standing of the Corporation may personally attend and vote at branch meetings, be elected as an officer in the branch and district assembly, participate in the election of delegates to the Convention, or be elected as such delegate to any office of the Corporation.
- b. Membership in the Corporation is not transferable.
- c. To hold office as a director, officer, branch officer or district assembly officer a Class A member must be a Canadian citizen.
- d. A member in good standing wishing to transfer to another branch for a legitimate reason may apply for permission to transfer by completing a transfer form obtainable from the local Branch Secretary. The transfer form shall be considered by the Executive Committee of both branches, and if they agree then the member shall be transferred. This will be communicated by the Branch Secretary of the member's new branch to the Corporation Secretary within thirty (30) days of the acceptance of the transfer. If the request for transfer is not approved by the Executive Committee of either branch, then the member shall remain a member of his/her branch. However, the applicant shall have the right within 30 days of notification of refusal for the transfer request to follow the process of dispute resolution.

### **2.06 Member's Duties**

It shall be the duty of the member to:

- a. abide by the articles, the by-laws and the regulations of the branch and the Corporation;
- b. be loyal to the Corporation, promote its objectives, progress, and general well-being;
- c. punctually pay all membership dues;
- d. encourage support for and subscriptions to Kanadsky Slovak;
- e. attend and actively participate at meetings and other activities of the local branch and the Corporation;
- f. refrain from any activity which would reflect badly upon the Corporation or harm its good name; and
- g. exhibit a spirit of brotherhood/sisterhood toward all members and officers of the Corporation.

### **2.07 Membership Fees**

The Convention shall set the adult and youth membership fee per calendar year of which half shall be sent to the Corporation and half shall be retained by the local branch.

## **2.08 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.07 of these by-laws;
- c. the member resigns by delivering a written resignation to the Branch Secretary in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 2.09 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **2.09 Discipline of Members**

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, 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 no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

## Section 3 – Board of Directors

### 3.01 Number of Directors

The Corporation's business shall be administered by a Board of eight (8) Directors, who shall be elected one by one at the Convention as directors holding the titles of President, Vice President, Secretary, Treasurer, Recording Secretary, Chairperson of the Audit Committee, and two Auditors.

### 3.02 Election and Term

The Board of Directors of the Corporation shall be elected at and by the Convention. Directors shall hold office for three years or until the next succeeding convention at which they or their successors are elected. Each such member shall have the right to be elected or re-elected to any other office, but no person shall hold the same office or function for more than three (3) consecutive terms.

The newly elected Board of Directors of the Corporation shall take office at the conclusion of the Convention. The outgoing Directors shall be under obligation to hand over their files and all property belonging to the Corporation to their successors as of the conclusion of the Convention.

### 3.03 Conflict of Interest

No member of the Board of Director of the Corporation shall hold any office or position in any other Slovak organization that would create or give the impression of a conflict of interest. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid pre-approved reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

### 3.04 Powers of Board of Directors

The Board of Directors shall have the power to:

- a. direct, supervise and administer the Corporation's affairs, its branches and district assemblies, and the Corporation's official publication;
- b. authorize and establish the creation of new branches and district assemblies;
- c. revoke or declare invalid the authorization constituting a branch or district assembly for infringement of the Corporation's articles, its by-laws or regulations;
- d. suspend the branch executive committee, district assembly executive committee or any member thereof for wilful misconduct, incompetence or gross negligence in the performance of official duties and to replace it, him or her;
- e. **Notwithstanding that the Canadian Slovak League is one organization; the Board of Directors recognizes that each Branch is an autonomous unit with its own officers and finances. The Board will not take steps to seize or control any Branch assets, except in the case of dissolution of a Branch.**
- f. accept new members;
- g. carry out Convention decisions in the matter of the collection of membership dues from members;
- h. settle disputes amongst members in any of the branches and district assembly;
- i. suspend or expel members for the infringement of the Corporation's articles, by-laws or regulations;
- j. make decisions and rules consistent with the articles and the by-laws for the proper management of the Corporation's affairs and interests. Such rules and regulations shall become effective when made by the board and will remain valid until the next Convention;
- k. correct or modify the by-laws for misprints, faults in grammar or style, or ambiguous language, provided that no substantial changes, additions or deletions are made, and the intention of the correction or modification is preserved;

- l. appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes 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;
- m. designate the persons to be elected as Directors of the Slovak Canadian Publications Inc. and appointed as editor of the Kanadsky Slovak;
- n. fill the Corporation's director vacancies, caused by death, resignation, permanent disability or incapacity, or for any other reason, which replacement shall hold office until the next Convention;
- o. appoint or remove for just cause an officer of the Corporation and provide the personnel required to conduct its role and business;
- p. appoint a legal advisor, public accountant or an investment advisor for the Corporation in the event of any vacancy occurring between Conventions; and
- q. prior to the Convention, appoint the Convention Recording Secretary and two Assistant Recording Secretaries as well as, prior to the Convention, to name the Credentials Committee, By-laws Committee and such other committees as deemed necessary.

### **3.05 Directors' Meetings**

Board of Directors shall meet at least once a year at a time and place designated by the Board of Directors in Canada or upon the call of the President or any four (4) Directors on 14 days written notice or upon written consent of all the directors.

### **3.06 Quorum**

Three (3) members of the Board of Directors, one of whom must be the President, the Secretary or the Treasurer, shall constitute a quorum for transacting routine business. No major business may be passed nor matters of great importance be debated, unless at least five (5) Directors are present.

### **3.07 Votes to Govern**

All matters arising at a Board of Directors meeting shall be decided upon by a majority vote. In the event of a tie, the President shall have the deciding vote.

### **3.08 Indemnities to Directors and Others**

Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. 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, matter of 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;
- b. all other costs, charges and expenses which 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.

Directors and officers shall be bonded as may be required by Canadian law or by decision of the Board of Directors, or the Convention.

### **3.09 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two (2) of the President, Secretary and Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further



authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Cheques, and all other banking instruments, shall be signed by any two (2) of the President, Secretary, and Treasurer.

**When a Corporation check is issued to one of the signing officers, the check must be signed by the other signing officers, not by the officer to whom the check is issued.**

### **3.10 Duties of Officers**

- a. President** - The President shall be the chief executive officer of the Corporation. As such, he/she shall convene meetings of the Board of Directors and shall preside over them. At meetings of the Board of Directors, the President shall not vote, unless to break a tie vote. The President shall be the custodian of the Corporation's seal. The President shall have the general and active day-to-day management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
- b. Vice President** - The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- c. Secretary** - The Secretary together with the President will publish notices of meetings of the Board of Directors and the Convention. The Secretary shall enter or cause to be entered in the Corporation'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 the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall submit to the Board of Directors the necessary information about the admission of applicants as members of the Corporation.
- d. Treasurer** - The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall be responsible for the preparation of the Corporation's financial statements for approval by the Board of Directors, the Convention where necessary, and their official publication.
- e. Recording Secretary** - The Recording Secretary shall keep the minutes of Board of Directors meetings and he/she shall send them to all Directors. The Secretary will send a copy of the minutes approved by the Directors to all branches and district assemblies.
- f. Audit Committee** - The Audit Committee shall examine and verify all Corporation financial records, bank deposits, investments, bonds, and invoices and those of its official organ at

least once a year; and report their findings to the Board of Directors at the annual meeting, and to the Convention.

## **Section 4 – Branches**

### **4.01 Branch Establishment and Organization**

- a. If one or more branches already exist in any given locality in Canada, no new branch or branches shall be organized therein without the prior consent of the Board of Directors.
- b. No branch of the Corporation may simultaneously be a branch of any other fraternal benefit society, provided that nothing contained herein shall be construed so as to prevent individual members thereof from being or becoming members of another, similar fraternal benefit society.
- c. Any eight (8) or more persons of Slovak origin, in any locality in Canada, possessing the qualifications for membership, being desirous of forming a branch of the Corporation, may hold a meeting and elect a provisional branch executive committee which shall consist of a President, Vice-President, Secretary, Treasurer, and Recording Secretary; and adopt a resolution authorizing such a provisional branch executive committee to submit an application to the Board of Directors for a warrant, authorizing them to become constituted as a branch of the Corporation. Such application shall be on forms provided by the Corporation and shall be signed by such provisional branch executive committee members and filed with the Secretary of the Corporation.
- d. Upon receipt of an application for establishment of a new branch, the Board of Directors may give its approval thereof and may constitute the applicant as a branch of the Corporation by a warrant issued in that regard under the signature of the President and Secretary of the Corporation.

### **4.02 Branch Management**

Subject to the Corporation's articles, by-laws and regulations, and subject to the Board of Directors' control and supervision, every branch of the Corporation shall be administered, managed and represented by an Executive Committee of branch officers, consisting of a President, Vice President, Secretary, Treasurer, Recording Secretary, and Chairperson of the Audit Committee and two auditors. Two or more offices may be held by the same person. Each member of an Executive Committee of a branch may be elected or re-elected to any other office, but no person shall hold the same office or function for more than ten (10) consecutive one-year terms. Notwithstanding the foregoing, for the purposes of this Article 4.02, individuals serving on the Executive Committee of a branch at the time of the passage of this by-law shall be deemed to have commenced their terms as at the first election of Executive Committee members following the passage of this by-law.

### **4.03 Branch Executive Duties**

The branch executive committee shall:

- a. administer, manage and conduct branch affairs in accordance with the Corporation's articles, by-laws and regulations;
- b. implement resolutions passed by the Convention, the Board of Directors and the branch;
- c. send membership dues to the head office;
- d. recommend new members in accordance with the provisions of the Corporation's articles, by-laws and regulations;
- e. permit members of the Board of Directors or its duly authorized representative(s) of the Board to attend branch meetings;
- f. upon the request of the Board of Directors or the President or the Chairperson of the Audit Committee of the Corporation submit for examination all books and financial records, and furnish all necessary information of the management of branch affairs;
- g. care for the general welfare, expansion and growth of the branch; and
- h. arrange an election to fill any vacancy in the branch Executive Committee caused by whatever reason.

#### 4.04 Branch Executive Members' Powers and Duties

- a. **President** - The President shall be the chief executive officer of the branch. He/she shall call meetings of the branch executive and, with the Secretary of the branch, shall call branch or special meetings and preside at such meetings. In a tie vote, he/she shall cast the deciding vote.
- b. **Vice President** - The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Branch Executive.
- c. **Secretary** - Together with the Branch President, he/she will publish notices of all meetings of the branch. The secretary shall enter or cause to be entered in the Branch'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, and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. He/she shall keep records of all branch members and shall be obliged to supply the Secretary of the Corporation with the names, addresses and other contact information of all branch members.
- d. **Treasurer** - The Treasurer shall, together with the Secretary, collect membership dues at branch meetings. He/she shall mutually exchange with the secretary, receipts for all monies thus collected and make deposits of all monies received by him/herself with a chartered bank selected by the branch executive. He/she shall be responsible for the punctual remittance to the Treasurer of the Corporation all membership dues as provided for in the Corporation by-laws and regulations. He/she shall keep books and records and shall be responsible for the punctual submission of them to the Treasurer of the Corporation and the branch Audit Committee.
- e. **Recording Secretary** - The Recording Secretary shall keep the minutes of all branch meetings. He/she shall send them to the Branch Executive Officers. The Branch Secretary will send a copy of the minutes to all Branch members.
- f. **Audit Committee** - The Audit Committee shall audit the branch financial accounts, records, including bank deposits and cheques, invoices, and investments, and also all financial dealings by other branch committees and will report to the members at the annual branch meeting, on the results of their audit.

#### 4.05 Branch Execution of Documents

- a. Contracts, documents or any instruments in writing requiring the signature of the branch, shall be signed by any two (2) of the officers holding the titles of President, Secretary and Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the branch without any further authorization or formality.
- b. Cheques, and all other banking instruments, shall be signed by any two (2) of the officers holding the titles of President, Secretary, and Treasurer.
- c. **when a Branch check is issued to one of the signing officers, the check must be signed by the other signing officers, not by the officer to whom the check is issued.**

#### 4.06 Branch Annual Meeting

An annual meeting of all branch members shall be held once a year and shall be called at least fourteen (14) days in advance, in a manner adopted by the branch.

The branch annual meeting shall be declared open at the hour stated in the announcement, if five (5) members in good standing, are present at the meeting. If, however, five (5) members are not present, the meeting shall be delayed one (1) hour, after which it will be official, regardless of the number of

members present. However, no major business shall be transacted at such meeting save for election of branch officers.

#### **4.07 Order of the Branch Annual Meeting**

- a. welcome and opening remarks by the Branch President; followed by report by Secretary of whether there is a quorum present;
- b. official prayer,
- c. approval of the agenda,
- d. election of Nominations Committee Chairperson and assistant Recording Secretary;
- e. adoption of the previous annual meeting minutes;
- f. reports of branch officers;
- g. reports by nominated or elected committees,
- h. new business,
- i. setting the bonds if necessary and remuneration for incoming branch officers;
- j. elections of the new branch executive, audit committee and committees for various purposes connected to branch activities for the succeeding year;
- k. other business,
- l. assumption of office by the newly-elected executive and words of gratitude to the outgoing branch executive,
- m. setting the dates for branch meetings,
- n. oath of allegiance of the branch officers, and
- o. closing prayer.

The election of the branch executive, audit committee and special-purpose committees will be by the majority of valid votes cast by secret ballot.

#### **4.08 Regular Branch Meetings**

Regular branch meetings shall be held at the branch geographic locality on dates fixed by the annual meeting, for the purposes of collecting membership dues, and for the purpose of hearing the general and financial reports of the branch officers and committees and, generally for the purpose of discussing and directing branch affairs.

#### **4.09 Special Branch Meetings**

A special branch meeting may be convened by the branch executive, the audit committee, or the Branch President, upon the written request of one fifth (1/5) of the branch members. If the Branch President does not call such a meeting in pursuance of such written request, then any two (2) Executive or Audit Committee members may call such a meeting.

#### **4.10 Branch Responsibilities**

- a. Every branch shall be responsible for the punctual remittance to the Treasurer of the Corporation all membership dues as provided for in the Corporation by-laws and regulations. All sums thus not remitted shall constitute a joint and individual debt of all branch members, and the Corporation may collect them through legal action in a civil court in whose jurisdiction the branch is located.
- b. Every branch shall be responsible for the punctual submission to the Secretary of the Corporation all membership applications as provided for in the Corporation by-laws and regulations.

#### **4.11 Dissolution of a Branch**

- a. A branch of the Corporation shall exist so long as the total number of members in good standing does not fall below five (5). Upon the dissolution of a branch, one half (1/2) of the

assets shall, within thirty (30) days, **be turned over to the Corporation and the other half (1/2) to the branch which absorbs the remaining** branch members. If, within the said thirty (30) days, the portion of the branch assets belonging to the Corporation is not turned over to the Corporation, the Board of Directors shall have the power to take the necessary steps against the branch or its officers to obtain for the Corporation the said assets by legal means. Should the remaining members of the dissolved branch not join another branch of the Corporation, all property of the dissolved branch shall become the property of the Corporation administered by the Board of Directors.

- b. A branch, requesting formal dissolution due to a loss of membership, shall file a petition to that effect through its branch Executive Committee with the Secretary of the Corporation and shall provide detailed information as the Secretary may require.
- c. If a dissolved branch is reorganized within a year, with at least eight (8) qualified members, a portion of its former assets, which were turned over to the Corporation, may be returned to the reorganized branch.
- d. If because of loss of membership, a branch wishes to amalgamate with a neighbouring branch, or if there are two branches in the same city, they may amalgamate to form one branch, subject to the approval of the Board of Directors. In such a case, all the assets of the branches shall automatically belong to the amalgamated branch.
- e. If the members in good standing of a dissolving branch, or one amalgamating do not wish to transfer, or do not wish to be allocated to another branch of the Corporation, they may, with Board of Directors approval, be allocated to Branch 99.
- f. No branch of the Corporation may incorporate. A branch choosing to incorporate shall automatically be dissolved as a branch of the Corporation as at the date of such incorporation and all members affiliated therewith shall be allocated to such other branch of the Corporation as the Board of Directors deems appropriate. In the event a branch chooses to incorporate all property of such branch shall remain the property of the Corporation and shall not be the property of the incorporated entity created by the branch.
- g. **The Corporation and the Branches shall not make any income or assets available for the personal benefit of any member.**

## **Section 5 – District Assemblies**

### **5.01 District Assembly Establishment and Organization**

Branches in a geographic area may come together to establish a District Assembly with the approval of the Board of Directors, so as to propagate and represent jointly the objectives and interests of the Canadian Slovak League, its members in the area, and the Slovak nation.

If a branch of the Corporation is not interested in being or remaining a member of the District Assembly covering its area, it must call a meeting of its members to determine whether the membership approves joining or leaving the District Assembly. A vote to join the District Assembly requires a majority vote of those voting at the meeting while a decision to leave requires a two-thirds majority.

### **5.02 District Assembly Management**

Subject to the Corporation's articles, by-laws and regulations, and subject to the Board of Directors' control and supervision, every District Assembly of the Corporation shall be administered, managed and represented by the Executive Committee of District Assembly officers, consisting of a President, Vice President, Secretary, Treasurer, Recording Secretary, Chairperson of the Audit Committee and two auditors. Two or more offices may be held by the same person. Each member of the Executive Committee of a District Assembly may be elected or re-elected to any other office, but no person shall hold the same office or function for more than ten (10) consecutive one-year terms.

Notwithstanding the foregoing, for the purposes of this Article 5.02, individuals serving on the Executive Committee of a District Assembly at the time of the passage of this by-law shall be deemed to have commenced their terms as at the first election of Executive Committee members following the passage of this by-law.

### **5.03 District Assembly Powers and Duties**

Every District Assembly shall use the by-laws in Section 4 as guidance for the powers and duties of the executive officers and annual and regular meetings.

## **Section 6 – Convention**

### **6.01 Role of the Convention**

The final legislative and governing body of the Corporation is the Convention that shall consist of:

- a. the Board of Directors. Each member of the Board of Directors of the Corporation present at the Convention shall have the right to one vote but such director shall not be a delegate or hold a proxy from a branch at the Convention.
- b. the delegates representing the Corporation's branches and District Assemblies, duly elected at a Branch or District Assembly meetings according to the Corporation's by-laws. A delegate must be a Canadian citizen and a Class A (adult) member of the Corporation at least two years from the date of his/her acceptance as a member.

No member of the Corporation shall be recognized as a delegate to the Convention unless his/her credentials are confirmed by the Convention's Credentials Committee.

### **6.02 Convention Notice**

The Convention shall be held at least once every three (3) years in Canada, in a city approved by the previous Convention, or in the absence thereof as selected by the Board of Directors. The exact time, place and Convention programme are to be determined by the Board of Directors, which is to be conveyed to the members by notice signed by the President and the Secretary, published in the Kanadsky Slovak at least three (3) months prior to the start of the Convention.

### **6.03 Branch and District Assembly Meetings**

At least two (2) months prior to the Convention, branch/district assembly officers shall convene a branch/district assembly meeting for the purpose of considering suggestions for amendments to the by-laws, proposals for the Convention programme and the election of delegate(s) whose registration(s) must be submitted to the Corporation Secretary on a delegate form prescribed and provided by the Board of Directors at least thirty (30) days prior to the start of the Convention, duly signed by the delegate and certified by the Branch/District Assembly President and Secretary.

### **6.04 Convention Delegates from Branches**

Every branch in good standing shall be entitled to elect and send to the Convention a delegate or delegates as follows:

- a. a branch, not having more than twenty-five (25) members: one delegate entitled to one vote;
- b. a branch, having more than twenty-five (25) members, may send one additional delegate with one vote for each additional group of twenty-five (25) members or part thereof;
- c. a branch, entitled to have two or more delegates, may for financial reasons, elect and send only one (1) delegate who shall be entitled to the combined votes of the branch.
- d. a branch may elect, at its discretion, an alternate delegate to stand in for another elected delegate who, for reasons beyond his/her control, may be unable to attend the Convention. Such an alternate delegate will have the same rights at the Convention as a regular delegate once the prescribed form duly signed by the alternate delegate and certified by the Branch President and Secretary is presented to the Credentials Committee.
- e. a branch is responsible to ensure that the delegate and alternate delegate forms prescribed and provided by the Board of Directors are duly completed and signed by the delegate/alternate and certified by the Branch President and Secretary in order to be deemed valid and to ensure acceptance by the Credentials Committee.

Subject to these by-laws, any adult member in good standing may be elected as a delegate to the Convention if present at the branch meeting selecting delegates, unless the member has previously filed with the Branch Secretary a written notice that he/she wishes to stand for election as a delegate. A copy of the meeting resolution certified by the Branch President and Secretary at which branch



delegates are elected must be submitted to the Secretary of the Corporation at least thirty (30) days prior to the start of the Convention.

A branch, having less than twenty-five members, may elect one (1) delegate with one (1) vote, or if it is deemed worthwhile, to join with a neighbouring branch and elect a common delegate who will be entitled to one (1) vote for every twenty-five (25) members of both branches, or for part thereof.

#### **6.05 Branch Proxy**

A branch which, for whatever reason, does not elect its own delegate to the Convention, may give its vote to another branch attending the Convention by means of a proxy form prescribed and provided by the Board of Directors, duly signed by the Branch President and Secretary and filed with the Credentials Committee.

No branch, having its own delegates, may represent more than three other branches by proxy at the Convention.

#### **6.06 Convention Delegates from District Assemblies**

- a. Every District Assembly has the right to send one (1) delegate with one (1) vote to the Convention, but that delegate must represent a branch that is a member of the District Assembly and shall not have the right to represent any other branch of the Corporation. The delegate form prescribed and provided by the Board of Directors must be submitted to the Corporation Secretary at least thirty (30) days prior to the start of the Convention, duly signed by the delegate and certified by the District Assembly President and Secretary.
- b. A District Assembly may elect, at its discretion, an alternate delegate to stand in for the elected delegate who, for reasons beyond his/her control, may be unable to attend the Convention. Such an alternate delegate will have the same rights at the Convention as a regular delegate once the prescribed form duly signed by the alternate delegate and certified by the District Assembly President and Secretary is presented to the Credentials Committee.
- c. A District Assembly is responsible to ensure that the delegate and alternate delegate forms prescribed and provided by the Board of Directors are duly completed and signed by the delegate/alternate delegate and certified by the District Assembly President and Secretary in order to be deemed valid and to ensure acceptance by the Credentials Committee.

#### **6.07 Convention Travel Expenses and Per Diems**

- a. The Corporation shall reimburse directors for their travel expenses and per diems if they are actually present at the Convention and participate in all sessions and deliberations.
- b. A branch and district assembly shall reimburse its delegates for their expenses incurred attending the Convention, to the extent of its financial capability.

#### **6.08 Branch Proposals for the Convention**

Every branch shall have the right to submit proposals or recommendations to the Convention in matters regarding the by-laws, the activity and the management of the Corporation by submitting them in writing to the Board of Directors at least one (1) month before the Convention.

### **6.09 Interim Convention Committees**

- a. **Credentials Committee** - The Board of Directors will establish an interim Credentials Committee at least fourteen (14) days before the Convention, consisting of three (3) delegates or ex-officio members of the Convention for the purpose of reviewing branch and district assembly delegate registration forms, branch proxy forms and the branch membership lists for the purpose of validating the number of votes, and shall present a report thereof to the Convention based on its meeting the day before the Convention.
- b. **By-laws Committee** - The Board of Directors will establish an interim By-laws Committee at least fourteen (14) days before the Convention, consisting of three (3) delegates or ex-officio members of the Convention for the purpose of considering proposals or recommendations made by various branches in matters affecting the Corporation's activities and management, and shall present a report thereof to the Convention based on its meeting the day before the Convention.

### **6.10 Powers of the Convention**

The Convention as the supreme and final legislative and executive body of the Corporation shall:

- a. approve or reject the reports of the Board of Directors and debate the regulations passed by the Board of Directors between conventions;
- b. approve all the Board of Directors' actions, control all financial matters referred to it by the Treasurer, and establish the dues to be paid by members;
- c. fix the amounts of bonding (if necessary), remuneration and daily allowances of the Board of Directors of the Corporation;
- d. elect the Board of Directors; and such other officers as may be necessary, as well as establishing and appointing members to such committees as the Convention deems necessary;
- e. appoint the Corporation's legal advisor, public accountant and investment advisor as deemed advisable;
- f. appoint or elect committees for the needs of the Convention, on the recommendation of the Board of Directors; and
- g. amend or repeal by-laws and regulations subject to laws governing same, relating to the Corporation's activities, business, programme or affairs.

### **6.11 The Convention Business Order**

The order of business shall be as follows:

- a. the President calls the convention to order;
- b. the opening of the convention with the singing of the hymns: *O Canada* and *Nad Tatrou sa blhska* and the official prayer;
- c. introductions and greetings;
- d. report by the President on the appointment by the Board of Directors of the Convention Recording Secretary and two assistant Recording Secretaries, and the Credentials and By-laws Committees;
- e. report of the Credentials Committee;
- f. approval of the Convention programme;
- g. election of the Convention President and Vice President, at least three (3) members of the Nominations Committee, at least three (3) members of the Elections Committee and at least two (2) members of the Resolutions Committee;
- h. election of further committees on the recommendation of the Board of Directors, if so required by the Convention programme.
- i. adoption of the previous Convention's minutes (without their being read);

- j. reports by the Board of Directors, Branches, District Assemblies, Public Accountant, Investment Advisor, Chairperson of the Investment Committee, Kanadsky Slovak Editor, Chairpersons of the Editorial Committee and Business Committee and Website Administrator, discussion of reports in order of their presentation and their approval or rejection;
- k. consideration of the Corporation's by-laws and regulations;
- l. reports by the Resolutions Committee and other committees required by the Convention programme;
- m. new business;
- n. setting the bonds if necessary and remuneration for the Board of Directors and other head officers, and the determination of daily allowances;
- o. election of Directors and Officers;
- p. appointment of the legal advisor, public accountant and the investment advisor;
- q. selection of the site for the next Convention;
- r. petitions and grievances;
- s. other business;
- t. oath of allegiance of the Board of Directors; and
- u. the closing of the Convention with the official prayer and the singing of the hymn *Hej Slovaci*

#### **6.12 Voting at the Convention**

- a. On any question before the Convention, except financial revision, a by-law repeal or amendment, the majority of the votes cast shall carry, subject to any other standard required by-law.
- b. A by-law revision, repeal or amendment and a decision on financial matters shall only become effective if approved by two-thirds (2/3) majority of the votes cast by the Convention members of the Corporation.
- c. The election of the Board of Directors shall be by secret ballot. Only a simple majority of valid votes is required. However, in an election if the leading candidate does not attain a majority on the first ballot, a second ballot shall take place between the two (2) candidates who received the highest number of votes in the first ballot.
- d. Voting on any other question or motion before the Convention shall be by a show of hands and a vote count, the exception being if a demand is made by fifteen (15) or more delegates, then a vote will be cast by secret ballot.
- e. Directors in office shall have the right to participate in the nominations and elections of the new Board of Directors.

#### **6.13 Duties of the Convention Officers and Committees**

- a. **Convention President** - The Convention President shall conduct the Convention proceedings. In his/her absence, or at his/her request, the Vice-President shall preside over the Convention and shall have all the rights and duties normally vested in the Convention President.
- b. **Convention Recording Secretary** - The Convention Recording Secretary and Assistant Recording Secretaries shall keep the minutes of the Convention proceedings and, within three (3) months of the conclusion of the Convention, the Convention Recording Secretary shall send them to the new Board of Directors. The Secretary will send a copy of the minutes to all branches and district assemblies and to all delegates.
- c. **Credentials Committee** - The Credentials Committee shall report on the number of valid votes for each branch and district assembly including branch proxy votes and votes of the directors present at the Convention.

- d. By-laws Committee** - The By-laws Committee shall put for approval before the Convention all revisions, additions or changes to the by-laws, which must be approved by a two-thirds (2/3) majority of all votes validly cast.
- e. Nominations Committee** - The Nominations Committee shall nominate candidates for positions to be elected and filled at the Convention.
- f. Elections Committee** - The Elections Committee shall distribute the ballots whenever voting takes place; shall count them after the vote and will advise the Convention president of the vote result, whenever a proposal is made to vote, publicly or by secret ballot.
- g. Resolutions Committee** - The Resolutions Committee shall prepare resolutions for approval by the Convention.

#### **6.14 Convening of a Special Convention**

- a. A special Convention may be convened by the Board of Directors upon the unanimous demand of the Audit Committee, or upon its own initiative, if it is approved by three-fourth (3/4) of the Board of Directors, if the welfare of the Corporation is threatened by reason of irregularities or misconduct in the administration affecting the financial stability of the Corporation, or if the Corporation requires it.
- b. A special Convention may also be called upon the written demand of at least one-half (1/2) of the branches of the Corporation. The Board of Directors shall submit such a demand for decision to all branches, and a special Convention shall be called only when a majority of the branches approve such a demand.
- c. Every demand for a special Convention shall be addressed to the President of the Corporation and it shall clearly state and specify the objectives and nature of the business purposes for such a special Convention and its programme.
- d.** A special Convention shall be constituted and convened *mutatis mutandis* in the same manner as prescribed for the regular Convention and for dealing with the matters indicated in the demand for the special Convention. The procedure and voting prescribed for the regular Convention shall be adhered to at any special Convention.

## **Section 7 – Notices**

### **7.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a 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 or 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 in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation 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 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **7.02 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 this by-law.

### **7.03 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 any such person where the Corporation 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.

## **Section 8 – Dispute Resolution**

### **8.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 8.02 of this by-law.

### **8.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the 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 Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## APPENDIX

### Oath of an Officer

I (name.....) properly elected to the (Board of Directors/ Branch Executive Committee/ District Assembly Executive Committee) of the Canadian Slovak League, by this swear that I will faithfully uphold and fulfil the by-laws and regulations of the Canadian Slovak League. I will perform my office to the best of my abilities, without personal gain, for the honour and betterment of the Canadian Slovak League. So help me God!

### Prayers

**Opening Prayer** - God, our Father, who rules heaven and earth, we, Thy humble servants, in Your mercy, have gathered here today to conduct uplifting work on behalf of the Slovak nation, the citizens of Canada and humankind. Grant us Your help and bestow Your blessing that whatever is done here will be crowned with success. We ask You to grant us good thoughts so that brotherly and sisterly love and peace reign amongst us forever. Amen.

**Closing Prayer** - Creator of the world, we thank You for granting us Your mercy to conclude our endeavours in health and contrite hearts. We ask You to save us, our families, colleagues, our organization, our Slovak nation and the citizens of Canada from every wrong. Grant us, O Lord, that we in health may again participate at the next meeting. Bless our fraternal brothers, widows, widowers, orphans and give Your people the wisdom to praise you forever. Amen.

**Prayer for a Deceased Member** - Powerful and eternal God, who rules heaven and earth and over life and death of every creature, we have gathered here in Your will in deep sadness over the grave of our departed brother (sister) who has given his/her soul unto Your almighty but merciful hands. We beseech You, O Lord, to receive our departed brother (sister) into Your heavenly care.

Dear brother (sister) we came to escort you on your last journey. We came to lay you in eternal peace into grave, over which we give you our last brotherly-sisterly good bye. We pray and ask the almighty Ruler of heaven and earth, Who gave you life on earth, to accept you as a faithful son (daughter) and to cheer up, and look after your survivors. Rest in peace, our brother (sister) and may this Canadian soil lie lightly upon you.

### Anthems

#### O Canada

O Canada! Our home and native land.  
True patriot love in all thy sons' command.  
With glowing hearts, we see Thee rise,  
The True North strong and free;  
From far and wide, O Canada,  
We stand on guard for Thee.  
God keep our land glorious and free!  
O Canada, we stand on guard for Thee.  
O Canada, we stand on guard for Thee.

#### Nad Tatrou sa blýska

Nad Tatrou sa blýska,  
Hromy divo bijú –  
Zastavme ich bratia,  
Veď sa oni stratia,  
Slováci ožijú  
To Slovenkso naše  
Posiaľ tvrdo spálo,  
Ale blesky hromu,  
Vzbudzuj ho k tomu,  
Aby sa prebralo.

## Hymns

### God Save the Queen

God save our gracious Queen,  
Long live our noble Queen;  
God save the Queen.  
Send her victorious,  
Happy and glorious,  
Long to reign over us;  
God save the Queen.

### Kto za pravdu horí

Kto za pravdu horí v svatej obeti,  
Kto za ľudstva právo život posvati;  
Kto nad krivdou biednych slzu vyroní,  
Tomu moja pieseň slávou zazvoní.

### Hej Slováci!

Hej Slováci, ešte naša Slovenská reč žije,  
Dokiaľ naše verné srdce za náš národ bije.  
Žije, žije, duch Slovenský, bude žiť na veky;  
Hrom a peklo! Márne vase proti nám su vzteky.  
Hrom a peklo! Márne vaše proti nám sú vzteky.