

# **BY-LAWS**

## **AMMENDED AS OF MARCH 27, 2010**

### **ARTICLE 1 - NAME**

Headquartered in Calgary, Alberta, Canada, the Association shall continue to be known as RCCAC, which stands for *the Romanian Canadian Cultural Association of Calgary*.

### **ARTICLE 2 – MISSION**

Canada's greatest strength is its strong and well-built multicultural mosaic, founded by the Late Prime Minister Pierre Elliot Trudeau. Announcement of "Just Association" (1968) led to the spirit of unity in diversity and has, thereafter, continued to grow.

RCCAC is a non-profit association that provides a community voice for the Romanian-ethnic Albertans, who bring their contribution to the development of culture, arts, and Romanian heritage in Alberta, as fundamental to Alberta's quality of life. RCCAC collaborates with individuals and parties interested in achieving excellence in priorities such as, people, prosperity and heritage preservation, and embraces the ideals of equality, equity, freedom, respect for individuals and groups, as a principle fundamental to the success and growth of our Province and Country.

### **ARTICLE 3 – OBJECTIVES**

The objectives of the Association are:

#### **Education:**

1. The Association shall bring its contribution to the development of culture and the arts in Alberta as fundamental to Alberta's quality of life, supporting Alberta Government's priorities, "*people, prosperity and preservation*", and Alberta Community Development's core business of "*promoting community development*".
2. The Association shall encourage, foster and develop among its members recognition of the importance of the preservation of the Romanian heritage, language, and cultural values in Alberta, strengthening the fabric of the Romanian-ethnic community.
3. The Association shall organize meetings, activities and lectures on social, education, political, economic and other subjects.

#### **Support and Recreation:**

1. Help to new immigrants and seniors.
2. Recreational activities.
3. Friendly and social activities.
4. Participation opportunities for children and youth, as such experiences impart a sense of accomplishment and begin to develop the problem solving, teamwork, communicative and discipline skills that are essential to success later in life, and may also identify potential careers.

#### **Entertainment:**

1. Activities aimed to entertain Romanian-Canadians and guests representing various multicultural groups living in Calgary and Alberta, in general.
2. Musical and dramatic entertainments.
3. Club discussions on topics of general interest, aimed at encouraging the practice of public speaking among the members of the Association.
4. Library activities.

#### **Multicultural exchange:**

Inter-community activities, promoting Romanian cultural and spiritual values among other ethnic community groups and individuals.

In light of its objectives, the Association may acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes. Providing a center and suitable meeting place for the various activities of the community, the Association may also supply all necessary equipment and furniture for carrying on its various objectives.

## **ARTICLE 4 - MEMBERSHIP**

### **4.01 - Qualification for Membership**

Membership in the Association is open to Romanian-Canadian residents and citizens, organizations [Affiliate Members - Article 4.03(b)], and Commercial entities [Article 4.03(c)], that are engaged in multicultural activities in any capacity, and to anyone interested in the objectives of the Association.

### **4.02 - Application for Membership**

Individuals, organizations [Article 4.03(b)], and commercial entities [Article 4.03(c)] that wish to enrol as members of the Association must apply for membership and must pay full membership fee. An organization [Article 4.03(b)] will be required to designate one person as its representative. A commercial entity [Article 4.03(c)] will also be required to designate one person as its representative. All applications are subject to payment in full of the membership fee and approval by the Board of Directors. Signed applications without payment and/or payment of membership fees without a signed application are considered invalid.

Members who meet all the above requirements are considered members in good standing.

### **4.03 - Classes of Members**

There shall be the following classes of members of the Association:

#### **(a) Individual Members**

(i) Adult individuals, adult families, and individual seniors and senior families

(ii) Students who are enrolled in a full time school program. Membership in this category may be held for a maximum of one (1) year, prior to renewal.

#### **(b) Organization, or Affiliate Members**

Organization, or Affiliate Members include Multicultural, Radio, TV, Print Media, Information Science and related associations, societies and groups.

#### **(c) Commercial Members**

Commercial Members include vendors, suppliers and others who contract services to Alberta's multicultural organizations, associations, societies and groups.

#### **(d) Honorary Members [Article 4.06]**

### **4.04 - Membership Fees**

The Board of Directors shall set the annual membership fees of the Association, which shall be subject to ratification at the next Annual Meeting. The membership fees are non-refundable, and shall be collected from active members by March 31<sup>st</sup> of each new fiscal year. Members that join the Association during a fiscal year shall pay prorated membership fees when they submit their application. Subject to ratification at the next Annual Meeting, the membership fees for the next fiscal year shall be:

- \$30.00 per adult individual
- \$60.00 per adult family
- \$30.00 per senior family
- \$20.00 per senior individual
- \$ FREE per individual student
- \$275.00 per affiliate member
- \$750.00 per commercial member
- \$00.00 per honorary member as defined in Article 4.06
- \$ 00.00 per foreign worker with temporary work permit

The terms *family*, *individual*, and *honorary member* are defined as:

- *Family* means an adult family with any number of children under 18 years of age, or under 25 years of age if the children are enrolled in a full time university or college program.

- *Individual* means a single adult person, including a single parent with any number of children under 18 years of age, or under 25 years of age if the children are enrolled in a full time university or college program;

- *Honorary member* means a member as defined in Article 4.06.

New Romanian landed immigrants that wish to enrol with RCCAC during their first year in Canada shall be exempt from paying the membership fee for that year (*ending December 31*).

#### **4.05 - Members' Rights**

All members shall have the following rights and privileges. The rights and privileges of affiliate and commercial members shall be conferred to their duly designated representative:

- (a) The right to vote. The right to vote of any member becomes effective only after six (6) months from the date on the application form for the new members. Affiliate and commercial representatives that are also personal members will have the right to exercise one vote on behalf of the body represented and one vote on behalf of themselves, in the same conditions as above;
- (b) The right to receive official publications of the Association;
- (c) The right to nominate and be nominated for elective office;
- (d) The right to serve on committees and to be members of special interest groups;
- (e) Such other benefits and services as the Association may establish.

Only individual members shall have the right to hold elective office in the Association.

#### **4.06 - Honorary Members**

The Board of Directors may, by a two-thirds majority vote, award the status of *Honorary Member* to any individual member of the Association that has made a substantial and recognizable longstanding contribution to the Association. Honorary Members shall have all the rights and privileges the other members enjoy. Payment of the membership fee is waived for Honorary Members, except when they wish to run for elective office.

#### **4.07 - Termination of Membership**

**4.07. A** - Any member may withdraw from the Association by delivering to the Association a written resignation, but withdrawing members shall not be entitled to any rebate of the membership fee. The membership shall be terminated on the date of receipt of written resignation.

Failure to pay the full or partial membership fees at the due date will be considered resignation from the membership.

**4.07. B** - The Board of Directors may recommend to the Association's members, in a general meeting, the exclusion of any member for *just cause*, or the reinstatement of any excluded member. "*Just cause*" means infringement of the Ethical Standards Code of the Association. Provided that any such member shall be granted an opportunity to be heard at such meeting, such exclusion, or reinstatement, shall take place at any meeting of members, following a fifty-one (51) percent vote of the members present and entitled to vote. The "*members present and entitled to vote*" means minimum fifteen (15) percent of all the members that are in good standing with the Association.

**4.07. C** - The Board of Directors may expel any member that severely infringes the Association's Ethical Standards Code, without recommending such exclusion to the members of the Association, and without application of a voting clause, as stated above.

#### **ARTICLE 5 – FISCAL YEAR**

The fiscal and membership years of the Association shall begin on January 01, and end on December 31 of each calendar year.

#### **ARTICLE 6 – ORGANIZATION**

##### **6.01 - Governing Body**

Subject to the By-laws of the Association, or directions received following a fifty-one (51) percent vote of the members present at any Members' Meeting that is attended by minimum fifteen (15) percent of the members of the Association, the Board has full control and management of the affairs of and shall govern the Association.

##### **6.02 - Composition of the Board of Directors**

The Board of Directors shall consist of four Officers that serve as a minimum number of directors (*President, Vice President, Secretary, Treasurer*), and of one to five additional directors entitled to vote.

##### **6.03 - Table Officers**

If special circumstances make it impossible to call the Board, or a strict time factor makes an immediate decision necessary, the Table Officers may carry on the business of the Board, but the Board must ratify their decisions at the next meeting of the Board. The Table Officers consist of the President, Vice President, Secretary, and Treasurer.

#### **6.04 - Election of Board of Directors**

**6.04. A.)** The Board of Directors will be elected by secret ballot at each Annual Meeting:

- a.) One (1) President for two (2) year term;
- b.) One (1) Vice President for two (2) year term;
- c.) One (1) Secretary for two (2) year term;
- d.) One (1) Treasurer for a two (2) year term;
- e.) Maximum nine (9) voting Directors for two (2) year term, one of the Directors being appointed by the Board to act as an Executive Director.

**6.04. B.)** Vacancies in the Board of Directors can also be filled between two annual meetings from those names submitted by a *Nominations and Elections Committee* that shall be appointed by the Board of Directors based on a Directors' resolution, and shall consist of minimum one director, and one member that does not hold office, providing that all candidates so named are qualified to run and have consented to their candidacy. Additional directors can also be appointed under this clause.

#### **6.05 Power and duties of the Officers, Variation of powers and duties, and Vacancies**

**6.05 a.** The powers and duties of the Officers shall be such as the terms of their engagement call for, as the Board or President may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

**6.05 b.** The Board may from time to time and subject to the provisions of the By-laws, vary, add to, or limit the powers and duties of any officer.

**6.05 c.** If the office of any officer of the Association shall be, or become vacant by reason of death, resignation, disqualification, or otherwise, the Directors by resolution shall, in the case of the President or the Secretary and may, in the case of any other office, appoint a person to fill such vacancy.

#### **6.06 - Term in Office**

**(a)** Officers and Directors shall take office in accordance with 6.04 above;

**(b)** No Officer or Director shall be eligible to serve for more than four (4) consecutive terms;

**(c)** A member of the Board may be removed from office by the Board of Directors for just cause or for conduct, unbecoming a board member. Unjustified absence from three consecutive meetings shall be deemed as just cause for removal from office.

#### **6.07 - Vacancies on the Board of Directors**

The office of a member of the Board of Directors shall be vacated through:

**(a)** Written two weeks notice of resignation submitted to the Board of Directors;

**(b)** A resolution for removal for just cause passed by a majority vote of the remaining members present at a meeting of the Board of Directors; or

**(c)** The death of an Officer or Director.

#### **6.08 – Remuneration**

**(a)** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the position as such, provided that a director may be paid reasonable expenses incurred in the performance of duties. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

**(b)** The Board of Directors may appoint such agents or committees and engage such employees or contractors, and pay such reasonable remuneration as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

#### **6.09 - The President**

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the corporation and of the Board of Directors. If the President is absent, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. Nominees for the position of President must be individuals that prove a great character and integrity, and must be current members of the Board of Directors. In special circumstances, where current members of the Board of Directors refuse to undertake such

nomination, the President position can be filled from member names submitted by the *Nominations and Elections Committee* that shall consist of minimum one director, and one member that does not hold office, providing that all candidates so named are qualified to run and have consented to their candidacy. To qualify, the nominee for the position of President must be a member in good standing for at least one full year and must be a Canadian citizen, or landed immigrant for at least 1 (one) year.

#### **6.10 - The 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 may be imposed by the Board of Directors. He/she shall act as Chair of all Committees and of the By-laws and Nominations Committee. Nominees for the position of Vice President must be individuals that prove a great character and integrity, and must be current members of the Board of Directors. In special circumstances, where current members of the Board of Directors refuse to undertake such nomination, the Vice President position can be filled from member names submitted by the *Nominations and Elections Committee* that shall consist of minimum one director and one member that does not hold office, providing that all candidates so named are qualified to run and have consented to their candidacy. To qualify, the nominee for the position of Vice President must be a member in good standing for at least one full year and must be a Canadian citizen, or landed immigrant for at least 1 (one) year.

#### **6.11 - The Secretary and the Executive Director**

The Secretary and the Executive Director shall or shall make arrangements to have notices of meetings issued, minutes of meetings kept and distributed, register of members maintained, records and documents maintained, the seal of the corporation kept, and shall perform such other duties as may be imposed by the Board of Directors, or by the President.

#### **6.12 – The Treasurer**

The Treasurer shall or shall make arrangements to keep financial records and to render financial statements, present audited annual statements to the annual meeting, submit annual charity disbursement reports to Canada Customs and Revenue Agency, monitor investments and investment policies, maintain and enforce the organization's Financial Policies and Procedures Manual, and perform such other duties as may be imposed by the Board of Directors.

Nominees for the position of Treasurer must be individuals that prove a great character and integrity, and must be current members of the Board of Directors, and should have prior experience or training in accounting or a related financial discipline.

In special circumstances, where current members of the Board of Directors refuse to undertake such nomination, the Vice President position can be filled from member names submitted by the *Nominations and Elections Committee* that shall consist of minimum one director, and one member that does not hold office, providing that all candidates so named are qualified to run and have consented to their candidacy.

To qualify, the nominee for the position of Vice President must be a member in good standing for at least one full year and must be a Canadian citizen, or landed immigrant for at least 1 (one) year.

#### **6.13 – The Directors**

**6.13 a.** The Directors must be individuals that prove a great character and integrity, and must be fluent in both Romanian and English languages.

**6.13 b.** Vacancies in the Board of Directors that are filled between two annual meetings from those names submitted by a *Nominations and Elections Committee* (Article 6.04. B.), are not counted when calculating "four consecutive terms" (Article 6.05).

**6.13 c.** No person shall be qualified for election or appointment as a director if he/she is less than 18 (eighteen) years of age; if he/she is of unsound mind and has been so found by a Court in Canada or elsewhere; or if he/she has the status of a bankrupt or has pending criminal charges for which he/she did not receive a pardon.

**6.13 d.** No election or appointment as director shall be effective unless:

**i.** he/she is present at the meeting when he/she was elected, or appointed and did not refuse to act as a director,

ii. or he/she consents in writing to act as a director before his/her election or appointment, or within ten (10) days thereafter,

iii. or he/she acts as a director pursuant to the election or appointment

**6.13 e.** The Directors may appoint from among their number one or more committees of directors, however designated, and subject to the By-laws may delegate to any such committee any of the powers of the Directors. The committees of directors can also include other members that are in good standing with the Association.

## **ARTICLE 7 – MEETINGS**

### **7.01 - Meetings of the Board of Directors**

Regular Meetings of the Board of Directors shall be held as often as may be required, but at least four (4) times each year, and shall be called by the President. The Board of Directors may conduct its business via telecommunications (including email), provided a quorum participates.

A Special Meeting shall be called by the President at the written request of any two (2) members of the Board of Directors, stating the business to be brought before the meeting.

#### **7.01 a. Notice**

Meetings of the Board require ten (10) days notice in writing sent to each Officer or Director, or three (3) days' notice via telecommunications (email included). The accidental failure to give notice of a meeting of the Board to an Officer or Director, or any error in such notice not affecting the substance thereof shall not invalidate any action taken at the meeting. Such notice shall apply to the meeting indicated and to any adjournment thereof.

#### **7.01 b. Quorum**

Fifty one (51) per cent of all the Directors shall constitute a quorum and meetings may be held without notice if a quorum of the Board is present, provided that any business transacted at such meeting is ratified at the next regularly called meeting of the Board; otherwise it shall be null and void.

#### **7.01 c. Voting**

Voting shall be conducted in person only; there shall be no voting by proxy. Subject to the Societies Act, R.S.A. 1980, c. S-18, these By-laws and the Parliamentary Authority (Article 7.03), every question at a meeting of the Board of Directors shall be decided by a majority of the votes cast on the question. In the event of an equality of the votes on any question, the Chair shall be entitled to a casting vote. Any resolution approved in writing by a majority of the Board of Directors shall have the full Force of a resolution passed at a Board meeting, provided the Board at the next meeting ratifies it.

#### **7.01 d. Minutes**

The Secretary shall be responsible for taking and keeping the minutes of Board of Directors meetings. The Executive Director shall be responsible for taking and keeping the minutes of Members' meetings.

### **7.02 - Members Meetings**

#### **7.02 a. Quorum**

Fifteen (15) percent of the members in good standing with the Association shall constitute a quorum at any Meeting of Members. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such time and place as may be determined by the members present, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

#### **7.02 b. Voting**

Voting shall be conducted in person only; there shall be no voting by proxy. Subject to the Societies Act, these By-Laws and the Parliamentary Authority (Article 7.03), every question at a meeting of Members shall be decided by a majority of the votes cast on the question (50% +1). In the event of an equality of the votes on any question, the Chair shall be entitled to a casting vote.

#### **7.02 c. Special Meetings**

The President shall call a Special Meeting:

(i) Within fifteen (15) days upon receipt of a petition signed by twenty (20) Members in good standing, setting forth reasons for calling such meeting; or

(ii) At any other time a Special Meeting is required. Notice shall be by email or letter to the last known address of each Member, sent five days previous to the Meeting. Such notice shall apply to the meeting indicated and to any adjournment thereof.

#### **7.02 d. Annual Meeting**

The Association shall hold an Annual Meeting on or before June 30th of each year, of which meeting one-month's notice shall be given to each member by an email announcement or announcement in the membership newsletter. Such notice shall apply to the meeting indicated and to any adjournment thereof.

#### **7.02 e. Minutes**

The Executive Director shall be responsible for taking and keeping the minutes of Members' meetings.

#### **7.03 - Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern all meetings of Members and of the Board of Directors, provided they do not conflict with the Societies Act or these By-laws.

### **ARTICLE 8 – EXECUTION OF DOCUMENTS**

Instruments in writing requiring a signature of the Association shall be signed by any two of the officers, or by an officer and the Executive Director or other chief staff person of the Association, and all instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power to appoint an agent or agents on behalf of the Association either to sign instruments in writing generally, or to sign specific instruments in writing. The seal of the Association when required may be affixed to instruments in writing so signed. The term *instruments in writing* shall include cheques, deeds, mortgages, hypothecs, charges, conveyances, contracts, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, and all paper writing.

### **ARTICLE 9 – RULES AND REGULATIONS**

(a) The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Association, when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

(b) The Board of Directors shall amend from time to time the Ethical Standards Code for the members of the Association that shall be passed onto each member.

### **ARTICLE 10 – COMMITTEES**

The Association may have Standing, Special and Ad-hoc Committees. Each committee will be governed by the following guidelines:

(a) Chairs shall normally be appointed in time to begin their work immediately following the Annual Meeting, or, in the case of Ad-hoc Committees, when their services are required, and shall continue until the next Annual Meeting, or until discharged by the Board of Directors.

(b) Chairs shall be responsible for ensuring that the members of their committees are individual members, or are representatives of affiliate or commercial members in good standing. Members of other province-wide associations with interests similar to those of the Association may, when appropriate, be invited to participate on committees.

(c) Each Committee, except Ad-hoc Committees, shall submit to the Treasurer at the time of the preparation of the annual budget an outline of proposed projects and or programs and funding required for the year, or for a specific project and or program.

(d) Committee records shall be filed with the Executive Director.

(e) Committees shall report to the Board of Directors.

(f) Committees shall prepare an annual report for presentation at the Annual Meeting.

#### **10.01 - Standing Committees**

Standing Committees may be Advocacy, Association Governance, Continuing Education, Finance, Intellectual Freedom, Member Services, Nominations and Elections, Personnel, and others as may be necessary from time to time.

### **10.02 - Special Committees**

The Board of Directors may from time to time strike Special Committees to carry out duties of a continuing nature that serve to promote the long-term interests of the Association. Special Committees shall:

- (a) Submit to the Treasurer, at the time of the preparation an outline of proposed projects and/or programs and funding required for the year, or for a specific project and or program.;
- (b) File all Special Committee records with the Executive Director;
- (c) Report to the Board as required;
- (d) Prepare annual reports for presentation to the Annual Meeting.

### **10.03 - Ad-hoc Committees**

The Board may from time to time strike Ad-hoc Committees to carry out specific duties. These Committees will normally be discharged when their tasks are completed.

### **ARTICLE 11 - SPECIAL INTEREST GROUPS**

Special Interest Groups may be established by the Board upon request of five or more members interested in a subject or activity.

Members of other province-wide associations with interests similar to those of the Association may, when appropriate, be invited to participate in Special Interest Groups. Special Interest Groups shall:

- (a) Submit to the Treasurer, at the time of the preparation an outline of proposed programs and funding required for the year;
- (b) File all Interest Group records with the Executive Director;
- (c) Report to the Board as required;
- (d) Prepare annual reports for presentation to the Annual Meeting.

### **ARTICLE 12 - AUDIT**

**12.01** - The books and records of the Association shall be audited at the close of each fiscal year by a duly qualified certified accountant.

**12.02** - The Treasurer shall submit a complete and proper statement of the standing of the books for the previous Fiscal Year and an interim report of the standing of the books for the current fiscal year at the Annual Meeting.

### **ARTICLE 13 - ASSOCIATION RECORDS**

**13.01** - The books and records of the Association shall be prepared and kept by the Treasurer.

**13.02** - Any Member may inspect the books and records of the Association at any time upon a reasonable explanatory written notice, and arranging a time satisfactory to the Treasurer.

**13.03** - Each Member of the Board of Directors shall at all times have access to such books and records.

### **ARTICLE 14 - ASSOCIATION SEAL**

The Board of Directors may adopt a seal, which shall be the common seal of the Association. Said common seal shall be under the control of the Board, and the Board shall determine the responsibility for its custody and use from time to time.

### **ARTICLE 15 - BORROWING POWERS**

(a) For the purpose of carrying out its objectives, the Association may borrow, or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the By-laws of the Association, and in no case shall debentures be issued without the sanction of a special resolution [Societies Act, R.S.A. 1980, e. S.1 (d)] of the Association.

(b) The directors may from time to time authorize any director or directors, officer or officers, employee of the Association or other person or persons, whether connected with the Association or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors of the Association may authorize, and generally to manage, transact, and settle the borrowing of money by the Association.

(c) The directors may from time to time authorize any director or directors, officer or officers, employee of the Association or any other person or persons, whether connected with the



Association or not, to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Association.

**(d)** The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its directors or officers independently of a borrowing by-law.

**ARTICLE 16 – DISSOLUTION**

In the event of group dissolve or dissolution of Romanian Canadian Cultural Association of Calgary (RCCAC) organization, the Board of Directors shall have complete discretion over the distribution of any remaining funds, gaming proceeds and assets to eligible charitable or religious groups or purposes after payment of debts and liabilities;  
or have the funds transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of Directors of RCCAC.

**ARTICLE 17 - AMENDMENTS TO BY-LAWS**

The By-laws of the Association may be rescinded, altered, or added to only by a Special Resolution. Any Member of the Board may propose such special resolution (Societies Act, R.S.A 1980, c S-18, S.1.d) by presenting it in writing to the Executive Director at least fifteen (15) days before the Board's meeting at which the resolution will be presented.

**ARTICLE 18 - ACCEPTANCE:**

These amended By-laws of the Association set forth all by-laws, covenants, conditions, and understandings between and among the Board of Directors of the Romanian Canadian Cultural Association of Calgary, its committees, and members that have paid the prescribed membership fees, and supersede all prior and contemporaneous By-laws, covenants, understandings, inducements or conditions, express or implied, oral or written, except as here contained, and cannot be modified except by the express written agreement of the Board of Directors of the Romanian Canadian Cultural Association of Calgary.

The Board of Directors of the Romanian Canadian Cultural Association of Calgary have read and understand this Amended Document and confirm this Amended Document with their signatures below.