

KALYNA COUNTRY ECOMUSEUM TRUST SOCIETY BYLAWS

(Final revised 2008)

SOCIETY NAME:

The name of the Society is the
KALYNA COUNTRY ECOMUSEUM TRUST SOCIETY.

MEMBERSHIP

Membership fee may be set by the Board of Directors of the Society and may be changed from time to time at the discretion of the Board.

Membership in the Society will be in effect from year to year as determined by the payment of the yearly membership fee.

MEMBERSHIP ELIGIBILITY:

1. Any person being of the full age of 18 who lives within the boundaries of the ecomuseum may become a member of the Trust Society upon completion of an application and payment of an annual membership fee.
2. Any foundation, society, partnership, corporation or other legal entity within the boundaries of the ecomuseum, upon payment of an annual membership fee. Members under this classification may appoint a representative to attend general meetings and such representatives are qualified to serve on the Board of Directors.
3. Associate membership in the Kalyna Country Ecomuseum Trust Society shall be open to any non-resident individual, family, foundation, society, partnership, corporation or other legal entity, upon application and payment of a membership fee. Associate members shall not have the right to vote or hold office in the Trust society.
4. Any person who distinguishes himself by some meritorious or public service may be adopted an Honorary Member for Life by a majority vote of the Board of Directors. Such honorary members shall not be subject to payment of annual dues and shall not have the right to vote or hold office in the Trust society.
5. Any person, foundation, society, partnership, corporation or other legal entity have the right to cancel their membership in Kalyna Country Ecomuseum. Such resignation shall be in writing.

A member of the Society may be expelled form the membership in membership dues are not paid in full by the due date.

MEMBERSHIP FEE:

A membership fee shall be established by the Board of Directors of Directors and approved at an annual general meeting of the Trust Society. Such fees shall remain in effect until an alteration has been approved at a general meeting. Notification of any proposed changes to the fee structure shall be provided to the members not less than twenty-one days prior to the general meeting.

A membership list shall be compiled and kept current from year to year.

BOARD OF DIRECTORS

1. A Board of Directors shall be made up of a: Past Chairman, Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary-Treasurer and 3 (three) to 5 (Five) Directors- at-large.
2. The Executive Director shall be a non-voting member of the Board of Directors.
3. A Quorum shall be a majority of the members of the Board of Directors.
4. The Board of Directors shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
5. Meetings of the Board of Directors shall be held as often as may be required, but at least once every three months, and shall be called by the Chairman.
6. General/Special meetings of the Society shall be called with 10 days notice either by mail, telephone, fax or email.
7. The Executive Committee will be elected annually at the Annual General Meeting of the Society.

PAST CHAIRMAN:

The Past Chairman (Non-elected) represents Kalyna Country when required, and assists the work of the executive committee.

CHAIRMAN:

The Chairmen shall be an ex-officio member of all committees. This person shall, when present, preside at all meetings of the Society and of the Board. In this person's absence, the First Vice-chairman (or Second Vice-Chairman) shall preside at any such meetings, and in the absence all, a chairman may be elected by the meeting to preside.

SECRETARY:

The Secretary shall attend meetings of the Trust Society and ensure that accurate minutes of the meeting are recorded and made public at the next meeting. These duties may or may not be assigned at the discretion of the Board of Directors.

TREASURER:

The Treasurer shall attend meetings of the Trust Society and oversee the funds of the Trust Society. This includes a full detailed accounting of receipts and disbursements to be presented to the Board of Directors whenever requested. These duties may or may not be assigned at the discretion of the Board of Directors.

EXECUTIVE DIRECTOR:

The Board of Directors at their discretion shall appoint an Executive Director.

The duties of the Executive Director shall be those as assigned by the Board of Directors and shall be for the purposes of carrying out the mandate of the Society.

This person is a non-voting member of the Board of Directors.

REMOVING DIRECTORS/OFFICERS

Any director or officer who fails to perform duties assigned to them or who is absent from three consecutive meetings of the Board can be removed from office by a majority vote of the Board of Directors. Such action cannot be taken until the Director in question has been notified in writing that such action may be taken at the duly called meeting of the Board of Directors.

The Board of Directors may excuse a director or officer following a written request which the Board deems a viable reason for failure to perform or to attend meetings. Such excuse must be in the form of a motion and passed unanimously by the Board.

Members of the Board of Directors shall receive no remuneration for duties performed on behalf of Kalyna Country Ecomuseum.

AUDITING

An independent auditor(s) shall be appointed at the Annual General Meeting to review the books. The books, accounts and records of the Society will be audited at the close of the financial year and the audited statement will be presented at the Annual General Meeting.

An Auditor will be decided upon at each Annual General Meeting for the upcoming year. The end of the fiscal year of the Trust Society shall be December 31st.

INSPECTING THE BOOKS

Members in good standing shall have the right to inspect the books and records of the Society at the Annual General Meeting.

ANNUAL GENERAL MEETING

-An annual general meeting of the Trust Society and Destination Marketing Organization shall be held once a year on March 31st or within thirty (30) days before or after March 31.

-Notice of the date and place of the Annual General Meeting shall be advertised not less than 21 days before the date of the Annual General Meeting.

-Persons entitled to vote at the Annual General Meeting or regular meetings of the Trust Society are members in good standing.

-All questions shall be decided by a majority of the votes of the members present in person by a show of hands.

- Voting shall be accepted in person only and not by proxy or paper.

-The Board of Directors shall present at the Annual General Meeting a proposed slate of officers for the upcoming year. This proposal shall be voted on by all members present at the meeting.

-The Board of Directors may form any committees it deems necessary to carry out the mandate of the Trust Society and call upon any member of the Society who wishes to serve on said committees.

-Members of the Board of Directors shall not be liable for a debt or any liability of the Trust.

BORROWING POWERS:

For the purpose of carrying out its goals, the Trust Society may borrow, or raise, or secure the payment of money in such manner as it thinks fit. This power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

AMENDMENT OF BY-LAWS

In the future the bylaws can only be changed by a special resolution of the members.