

**BY-LAWS OF THE PARNASSOS HELLENIC CULTURAL SOCIETY OF OTTAWA, INC.**

A by-law relating generally to the conduct  
of the affairs of

The Parnassos Hellenic Cultural Society of Ottawa Inc.

(the "Corporation")

Section 1-General  
Section 2-Membership  
Section 3-Meetings of Members  
Section 4-Directors  
Section 5- Meetings of Directors  
Section 6-Officers  
Section 7- Final Notes

**BE IT ENACTED** a by-law of the Corporation as follows:

**Section 1- General**

**1.01 Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**article**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**1.02 Financial Year**

The financial year end of the Corporation shall be September 30 in each year.

**1.03 Banking Arrangements**

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

**Section 2-Membership**

**2.01 Membership Conditions**

Subject to the articles, there shall be three classes of members in the Corporation, namely, Regular members, Honorary members and Student members. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

The following conditions of membership shall apply:

- a. Regular members: Anyone who has an interest in the Hellenic culture and civilization and has paid their dues;
- b. Honorary members: A limited number (less than 10) of lifetime appointments of members (or non-members) of Parnassos who have made significant contributions to the promotion of the Hellenic culture and civilization, as documented in an appropriate case by the nominee(s), and elected unanimously by the Board of Directors, for whom dues are waived;
- c) Student members: Students and their spouses/partners in full-time or part-time attendance at a post-secondary university who have paid their dues.

A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

#### **2.02 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given by the following means:

- a. by telephonic, electronic or other communication means to each member entitled to vote at the meeting, at least two weeks before the day on which the meeting is to be held.

#### **2.03 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within twelve (12) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

The annual rates of dues in each membership class shall be set by the Board of Directors with the approval of a majority voting at an Annual meeting.

#### **2.04 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:

- 1)violating any provision of the articles, by-laws, or written policies of the Corporation;
- 2)carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- 3)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- Meetings of Members**

### **3.01 Persons Entitled to be Present at Members' Meetings**

Members and non-members are entitled to be present at a meeting of members. However, only those members in good standing according to the provisions of the by-laws are entitled to cast a vote at the meeting.

### **3.02 Chair of Members' Meetings**

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

### **3.03 Quorum at Members' Meetings**

A quorum for the transactions of business at any meeting of the members shall consist of no less than one third of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.04 Votes to Govern at Members' Meetings**

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

### **3.05 Business of Annual Meeting of Members**

The members may consider and transact any business either special or general at any meeting of the members. At every annual meeting of members, the report of the President/Chair and the financial statements shall be presented and any vacancies in the board of directors filled for the following two years.

### **3.06 Time and Place of Annual Meeting of Members**

The board of directors has the power to determine the time and location of the annual meeting of the members of the corporation, but it will usually be held in October or November.

## **Section 4- Directors**

### **4.01 Number of Directors**

The board shall consist of a minimum of five and not more than nine directors.

### **4.02 Election and Term of Directors**

Term elections are to be held no later than every two years in the month of October or November at the annual meeting. Each director shall be elected to hold office for a term not exceeding two years commencing December 1st following an election.

The president with the approval of the board of directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third of the total number of directors elected at the previous two annual general meetings.

## **Section 5- Meetings of Directors**

### **5.01 Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any three (3) directors at any time

### **5.02 Votes to Govern at Meetings of the Board of Directors**

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

### **5.03 Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and 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.

## **Section 6- Officers**

### **6.01 Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation.

### **6.02 Description of Offices**

Unless otherwise specified by the board (which may modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. President – The President shall be the chief executive officer of the Corporation and chair of the board. The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and have other such duties and powers as the board may specify. As chair of the board, the President, when present, shall preside at all meetings of the board and of the members.

b. Vice-President of the Board – If the President of the board is absent or is unable or refuses to act, the Vice-President of the board will preside at all meetings of the board of directors and of the members. The Vice-President shall have such other duties and powers as the board may specify.

c. Secretary – The Secretary shall attend and be the Secretary of all meetings of the board, of members and of committees of the board. 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, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

d. Treasurer – The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He/she shall disburse the funds of the Corporation under the direction of the board, taking proper vouchers thereof and shall render to the board at the regular meetings thereof or whenever required an account of all his/her transactions as Treasurer, and of the financial position of the Corporation.

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

### **6.03 Vacancy in Office**

The board may remove any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i) the officer's successor being appointed,
- ii) the officer's resignation,

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

#### **6.04 Indemnification**

The Corporation shall provide present or former Directors or Officers with the indemnification described in the applicable *Not-for-Profit Corporations Act*. However, the Directors and Officers of the Corporation are ultimately responsible for “due diligence” to ensure that no claims are filed against them or the Corporation.

### **Section 7- Final Notes**

#### **7.01 By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

#### **7.02 Dissolution**

Upon dissolution of the Corporation, and after the payment of all debts and liabilities, its remaining assets shall be distributed to the Hellenic Community of Ottawa for educational or cultural purposes.