

## **TRANSITION OF BISHOP BUDKA EPARCHIAL STEWARDSHIP SOCIETY INC. TO FOUNDATION REVISION OF BBESSI ARTICLES & BYLAWS**

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The rationale behind the desire to change BBESSI from a society, or strictly a fundraising arm of the Eparchy, to a Foundation was because the Eparchy wanted to have BBESSI assume the responsibility of administering and managing the funds received from the sale the Sheptytsky Institute property. There was some discussion around setting up a separate foundation just to administer and manage these funds. However, since BBESSI was already established as the fundraising arm of the Eparchy, it was decided that a better approach would be to simply add the function of managing and administering the Sheptytsky Institute sale proceeds as part of the BBESSI function. BBESSI could also develop fundraising initiatives that could add to these funds. In addition, BBESSI would still retain its mission as the fundraising arm of the Eparchy. BBESSI would also be able to disburse the income earned by the Sheptytsky Institute fund under the direction of the Finance Council of the Eparchy.

Transitioning BBESSI to this role would also necessitate a change to its Articles and Bylaws that would allow for a stronger level of control held by the Eparch. The legal work has been completed, and it was indeed possible for BBESSI to transition to Foundation without any implications or restrictions from Canada Revenue Agency (CRA). Therefore, the BBESSI Articles and Bylaws have been revised to accomplish this change.

A Special General Meeting of the BBESSI membership is needed to approve these changes by 2/3 majority of the BBESSI membership in attendance at this Special Meeting.

The membership may want to review the following documents in preparation for the Special General Meeting of the BBESSI membership which will be held in Saskatoon on Sunday, December 9<sup>th</sup>, 2018 at the Dormition of The Blessed Mother of God Ukrainian Catholic Church, 120 – 105<sup>th</sup> Street in Saskatoon SK.

- The current BBESSI Articles, with amendments to these Articles done in January 2014.
- The proposed Articles of Amendment
- The current BBESSI Bylaws, as approved and signed by Bishop Bayda.
- The proposed revision to the BBESSI Bylaws. Provided is a clean copy, and a blacklined copy which presents the revisions made to the current bylaws. This may be best copy to review go since it does not only have the current bylaws, but also the new proposed bylaws that will replace the current bylaw.

While there are a number of changes to the proposed Bylaws and Articles, most are minor in nature. However, there are really two major/fundamental changes that predominantly drive most of the other changes to the bylaws as a result.

## 1) Membership

**Under the current bylaws**, there is only one class of members. A member was an individual (resident Canadian) 18 years of age or older who in good standing of a Ukrainian Catholic parish or mission with the Eparchy.

**Under the proposed bylaws**, there would be two classes of membership:

- a) the Eparch Member, consisting of the Eparch from time to time, who shall cease to be a Member immediately upon ceasing to be the Eparch; and
- b) Ordinary Members, which shall consist of every individual, 18 years of age or older and a Resident Canadian who is a member in good standing of a Ukrainian Catholic parish or mission within the Eparchy.

Amendments to the Bylaws and Articles, and where fundamental changes to the BBESSI are contemplated, would require that both classes of members approve these changes.

Fundamental changes are defined as:

- (i) sale or disposition of all or substantially all of the Corporation's assets;
- (ii) amalgamation with another corporation;
- (iii) continuance into another jurisdiction
- (iv) any decision to dissolve or wind-up the Corporation
- (v) the disposition of the Corporation's assets on dissolution of the Corporation.

**Note: Corporation in this case means BBESSI.**

***Note: This proposed bylaw does not only give the Bishop control over some of the fundamental changes made to the Corporation, it also provides for the Ordinary Members to have control over the fundamental changes that might be proposed by the Bishop/Eparch. These special resolutions would need 2/3 major vote in favor by the Ordinary members as well.***

## 2) Board of Directors.

**Under the current bylaw**, the Board of Directors consists of the following:

- i) The following shall be *ex officio* members of the Board:
  - a) the Eparch; and

- b) the immediate Past President of the Corporation.
- ii) The following shall be *representative* members of the Board:
  - a) a representative appointed by motion of the Eparchial Pastoral Council;
  - b) a representative appointed by motion of the Eparchial Executive of the Ukrainian Catholic Women's League of Canada;
  - c) a representative appointed by motion of the Eparchial Executive of the Ukrainian Catholic Brotherhood;
  - d) a representative between the ages of 18 and 35, appointed by motion of the Eparchial Executive of the Ukrainian Catholic Youth, or in the absence of such representative, an individual between the ages of 18 and 35 appointed by the Eparch.

A further Eight Directors shall be *elected* to the Board by the members. Insofar as possible, they shall be elected in a manner that will ensure that each Deanery within the Eparchy is represented on the Board. Each elected director shall be elected for a two-year term, with no limit on the number of terms one may serve.

**Under the proposed bylaw**, the Board of Directors shall be comprised of nine (9) Directors, consisting of:

- i) the Eparch Member, who shall be an *ex officio* Director at all times;
- ii) four (4) Appointed Directors, who shall be appointed by the Eparch Member and who shall, insofar as possible, consist of the following individuals:
  - (i) One representative from the Finance Council of the Eparchy;
  - (ii) One representative from the Consulters;
  - (iii) One representative from the Eparchial Pastoral Council; and
  - (iv) One Director at large.
- iii) four (4) Elected Directors, who shall be elected by the ordinary members of the Corporation and who shall, insofar as possible, include one representative from each of the deaneries presided over by the Eparch and within the Eparchy

There would be no limitation on the number of terms for which an Appointed Director may be re-appointed to be a Director of the Corporation. An Elected Director may be re-elected for a maximum of five (5) consecutive terms, after which the Elected Director is ineligible for election to the Board until at least eleven months after the Director's third term ended.

***Note: Under the proposed Board structure, there would now be representation from the Finance Council, and the Clergy (Consultors) on the BBESSI Board. The rationale was because of the financial money management responsibilities it was important to have representation from these two sectors. In addition, the representation from the other sectors under the current bylaws could be filled through the representation from the Eparchial Pastoral Council and the Director at Large. The number of elected directors from the deaneries was reduced from 2 to 1 to reduce the size of the Board, and still maintain representation from each Deanery,***

## **PROPOSED NAME CHANGE**

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With the proposed change to the status of BBESSI to a Foundation, it is an opportunity to also contemplate a name change to our organization.

Bishop Budka Eparchial Stewardship Society Inc was the name originally chosen to honor a very special person in the Ukrainian Catholic history in Canada, as we celebrated 100 years of the first Ukrainian Catholic Bishop in Canada.

While we want to continue to honor this very special man, perhaps there might be a better way for us to do so within our organization.

The name, Bishop Budka Eparchial Stewardship Society Inc, unfortunately does nothing to identify who we are or what we do, to most of the people, including some of the people in our Eparchy. It also presents a huge challenge when we want to promote ourselves outside the boundaries of the Eparchy.

Therefore, perhaps this is an opportune time to consider a name change that would be more representative of who we are and what we do, and one that would be easier to identify with outside the boundaries of our Eparchy.

***The new proposed name is “Ukrainian Catholic Foundation of Saskatchewan Corporation”***

This name tells people who we are (Ukrainian Catholics); what we do (the term Foundation is always associated with the fundraising industry); and that we are a Saskatchewan based organization (Saskatchewan). This would certainly resonate with the Faithful in the Eparchy as well as people outside the boundaries of the Eparchy.

“Corporation” is added because as a non-profit organization under the Non-profit Corporation Act, 1995 (Saskatchewan), a non-profit organization must contain either “corporation” or “incorporated” in its name.