

YUKON CHAPTER - CANADIAN PARKS & WILDERNESS SOCIETY

BYLAWS

1. Definitions and Interpretation

1.1 In these bylaws, unless the context otherwise requires

- (a) "Act" means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.
- (b) "Board" means the Directors of the Society.
- (c) "Bylaws" means these bylaws
- (d) "Constitution" means the constitution of the Society
- (e) "Director" means an individual who has been designated, elected or appointed, in accordance with the Act, as a Director of the Society.
- (f) "General Meeting" means a general meeting of the members of the Society.
- (g) "Officer" means an individual who has been appointed, in accordance with the Act, as an Officer of the Society.
- (h) "Registered address" of a member means the address as recorded in the register of members.
- (i) "Ordinary resolution" means a resolution:
 - (a) passed by a simple majority of the votes cast by the voting members on that resolution, or
 - b) consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- (j) "Special resolution" means a resolution:
 - (a) passed by at least 2/3 of the votes cast by the voting members on that resolution, or
 - (b) consented to in writing by all of the voting members.

1.2 Definitions in Act

The definitions in the Act apply to these bylaws.

1.3 Conflict with the Act

If there's a conflict between these Bylaws and the Act, the Act shall prevail.

1.4 Act Applies

These Bylaws are intended to be read in conjunction with the Act.

2. Membership

2.1 Member Terms and Admission

The members of the Society are those individuals who are interested in supporting and furthering the purpose / objectives of the Society, who have completed an annual membership form and who are

accepted by the Directors. An individual may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member, but no person who satisfies the criteria for membership shall be denied membership. The criteria to become a member are:

- (a) the person shall sign an annual membership form; and
- (b) the person shall have paid the annual membership fee.

2.2 Duties

Every member shall uphold the constitution and comply with the bylaws and policies of the Society.

2.3 Classes

There is only one class of members in the Society. Every member is a voting member.

2.4 Member Rights

- (a) Members have the right to attend all meetings of the Society.
- (b) Each Member will have the right to vote at all Annual General Meetings and Special General Meetings of the Society and will have the right to be elected as a Director.

2.5 Member Conditions of Withdrawal

An individual shall cease to be a member of the Society

- (a) by delivering a resignation in writing or by email to the secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on non-payment of annual membership fee; or
- (c) on death; or
- (d) on being expelled.

2.6 Member Expulsion

- (a) A member may be expelled by a special resolution of the members passed at a general meeting;
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
- (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote

3. General Meetings of the members

3.1 General Meetings

- (a) An Annual General Meeting (AGM) shall be held after its fiscal year end and no later than the last day of the fourth month after the month in which the Society's fiscal year end occurs;
- (b) Special General Meetings (SGM) may be called at any time during the year by a majority vote of the Directors or by written application from no less than 25% of the members eligible to vote. The application shall be delivered to the Board of Directors and must provide a statement of the business proposed for meeting. The Directors may, when they think fit, convene a special general meeting, but the Directors shall call a special general meeting within 60 days if requested to do so in writing by not less than 25% of the members eligible to vote at the meeting.

3.2 Special Business

Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(a) Special business is

- i. at a Special General Meeting, all business other than the adoption of rules of order; and
- ii. at an Annual General Meeting, all business other than:
 - I. the adoption of rules of order;
 - II. the consideration of the financial statements of the Society presented to the meeting;
 - III. the report of the Directors or accountant;
 - IV. the report of the professional accountant, if any;
 - V. the election or appointment of Directors;
 - VI. the appointment of the professional accountant, if required; and
 - VII. other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting and that does not require the passing of a special resolution.

(b) All special business and elections shall be determined by a majority vote of members in attendance.

3.3 Notice of General Meeting

Written notice of the date, time and location of a general meeting (AGM or SGM) shall:

- (a) be given in accordance with the Act;
- (b) Be sent to the members not less than 14 days or more than 60 days before the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving notice to form a reasoned judgement concerning that business; and
- (d) Where a special resolution is to be voted on at a general meeting, the notice shall include the text of the special resolution to be submitted to the meeting;
- (e) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.4 Chair of General Meetings

The following individual shall preside as Chair of a General Meeting:

- (a) The Chair of the Board of Directors;
- (b) The Vice-chair if the chair is unavailable;
- (c) A Director present at the meeting, if both the chair and vice-chair are unable to preside as chair.

3.5 Quorum for General Meetings

Quorum for General Meetings (AGM or SGM) is 15 registered members or 10% of registered members (whichever number is less).

3.6 Quorum required

- (a) Where a quorum is not present at a General Meeting, no business other than the election of a chair person and the adjournment or termination of the meeting shall be conducted.

- (b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.7 Attendance at General Meeting by telephone or other communications medium

Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

3.8 Methods of Voting at a General Meeting

All members in good standing may vote at any General Meeting:

- (a) Voting is by a show of hands, an oral vote or another method that adequately discloses the intention of the members.
- (b) Voting by telephone or other communications medium is permitted. Votes by telephone or other communications medium must be conducted in a manner that adequately discloses the intentions of the members.
- (c) Voting by proxy is not permitted.

3.9 Vote at a General Meeting

A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.10 Result of Vote

The chair of the General Meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.

4. Board of Directors

4.1 Number of Directors

- (a) The Board of Directors shall consist of at least 5, but no more than 12 members of the Society.
- (b) Three Director positions will be reserved and remain vacant until filled by a person of First Nations, Métis or Inuit descent.
- (c) The majority of board members must reside in the Yukon.

4.2 Board eligibility

- (a) The Board of Directors must be members in good standing for a period of no less than 30 days prior to the AGM.
- (b) No member of the Board of Directors shall be an employee of the Society.

4.3 Election or appointment of Directors

- (a) The Directors shall be elected by the general membership of the Society at the Annual General Meeting.
- (b) The Board of Directors may fill any vacancies on the Board of Directors by appointing any qualified general member of the Society, which member shall continue in office until the next Annual General Meeting and will enjoy all of the rights and privileges of the other Directors.

4.4 Nominating Committee

- (a) Prior to each Annual General Meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least two Society members.
- (b) Nominations for the Board of Directors shall be accepted from the floor at the AGM and by the Nominating Committee of the Board of Directors which shall invite nominations from the membership during the 30 days prior to the AGM.
- (c) At the AGM, the Chairperson shall read the name of nominees. If there are more nominees than vacancies, voting shall be initiated.

4.5 Term

All Directors will be elected for a term of 2 years.

4.6 Resignation and Removal of Directors

- (a) A Director may choose to resign from the role at any time during their term, after which the board can appoint an interim Director to serve until the next AGM.
- (b) A Director may be deemed to have resigned if that Director ceases to be a member of the Society or if without reasonable cause, that Director fails to attend three consecutive meetings or fails to attend more than 50% of the meetings of the Board of Directors in a calendar year.
- (c) The members may by special resolution at a Special General Meeting remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

4.7 Remuneration for being a Director

No Director shall receive any fees for their services as a Director.

5. Meeting of Directors

5.1 Regular Board meetings

- (a) Meetings of the Board of Directors which shall be held generally monthly, no less than six (6) times a year.
- (b) Meetings may be held by means of telephone or other communications medium that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.

5.2 Quorum

- (a) Quorum for a Board of Directors' meeting shall be a majority of the Directors in office;
- (b) Where a quorum is not present at a meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
- (c) If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.3 Resolutions

Resolutions of a meeting of the Board of Directors shall be decided by a simple majority of participating Directors unless otherwise required by law.

6. Responsibilities of the Board of Directors

- (a) The Board of Directors shall determine the objectives of the Society and maintain oversight of the affairs of the Society.
- (b) The Board of Directors will appoint the Executive Director and shall fix the remuneration, terms of employment and duties of this employee.
- (c) The Board of Directors will perform an annual review of the Executive Director of the Society.
- (d) The Board of Directors may terminate the employment of the Executive Director, in accordance with the law.
- (e) The Board of Directors will provide input into and approve the Strategic Plan and all policies governing the operation of the Society.
- (f) The Board of Directors will have oversight of the annual budget of the Society.
- (g) The Society may borrow, raise and secure repayment of money pursuant to a special resolution of the Board of Directors in accordance with Article 12.
- (h) The Board of Directors may appoint standing committees as required from time to time and all such committees shall report regularly and shall be responsible to the Board of Directors.
- (i) The powers and duties of all committees of the Society shall be fixed by the Board of Directors.

7. Executive Officers

7.1 Election or appointment of Executive Officers

- (a) At the first Board of Directors meeting following each AGM, the Board of Directors shall elect or appoint from among the Directors a chair, vice-chair, a secretary, and a treasurer as Executive Officers.
- (b) The executive Officers and the immediate past chair shall form the executive council of the Society in consultation with the Board of Directors. Any and all actions taken by the executive council may be subject to review by the Board of Directors at any meeting of the Board of Directors.

7.2 Duties of the Executive Officers

- (a) The Chair shall:
 - i. Chair or appoint from the Board of Directors a chairperson to chair each meeting of the Board of Directors and each AGM or SGM of the Society;
 - ii. submit an annual report of the Board of Directors to the AGM of the Society.
 - iii. be responsible, in consultation with the Board of Directors, for the general supervision and interactions with the Executive Director.
- (b) The Vice-Chair shall act in place of and on behalf of the Chair in their absence and shall undertake any additional responsibilities and duties as assigned by the Board of Directors.
- (c) The Secretary shall be responsible for all books and records (other than financial books and records) kept and maintained by the Society. This person shall be responsible for the keeping and maintenance of:
 - i. a complete set of minutes of all AGMs, SGMs and meetings of the Board of Directors of the Society;
 - ii. a current list of all paid up members of the Society;
 - iii. a copy of the constitution and bylaws of the Society
- (d) The Treasurer shall:
 - i. keep the financial records, including books of accounts; and
 - ii. render financial statements to the Directors, members and others when required.

8. Signing Authority

A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

9. Seal

The Society will not use a seal.

10. Amendment to Bylaws

- (a) The bylaws of the Society shall not be altered or added to except by way of a special resolution of the Society.
- (b) Notice of any proposed amendment to the bylaws of the Society shall be given by the Board of Directors to all members of the Society to the last known address of each member at least 14 days prior to the meeting at which the proposed amendment will be considered.

11. Dissolution

- (a) In the event of dissolution, all outstanding debts of the Society will be paid in full in accordance with the Societies Act.
- (b) Any remaining funds will be redistributed in compliance with regulations and under the direction of the Canadian Parks and Wilderness Society – National office
- (c) Any funds remaining after (b) will be distributed to other registered societies in the Yukon, as determined by a special resolution.
- (d) In the event that the National office dissolves at the same time as the Society, the assets will be distributed in accordance with the direction of a special resolution.

12. Borrowing against or sale of office building owned by CPAWS Yukon

- (a) The CPAWS Yukon office shall not be used as security for any borrowing, or encumbered in any way, for any amount exceeding 25% of the total appraised value of the building at the time, except as authorized by special resolution.
- (b) All funds borrowed against the CPAWS Yukon office must be used solely for purposes in conformity with the objectives of the Society.

13. Professional Accountant

This part applies only where:

- (a) the Societies Regulations requires the Society to have a professional accountant, or
- (b) the Society has resolved to appoint a professional accountant.

13.1 Appointment of accountant

- (a) At each AGM the Society shall appoint a professional accountant,
 - i. The Directors shall appoint a professional accountant to serve until the first AGM.
 - ii. The Directors may appoint a professional accountant to fill a vacancy occurring in that office between one AGM and the next.
- (b) A professional accountant may be removed by ordinary resolution.

(c) No Director and no employee of the Society shall act as the professional accountant.

14. Records

Any member may examine the records of the Society

- (a) during the 30 minutes prior to the commencement of business at any general meeting;
- (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
- (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

15. Disputes

Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a Director or Officer, shall be submitted to and decided by arbitration under the *Arbitration Act* of the Yukon.