



yukon wildlife preserve

# Yukon Wildlife Preserve Operating Society Bylaws

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Adopted: \_\_\_\_\_

# 1 Definitions

## 1.1 Definitions in bylaws

In these bylaws:

- (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.

## 1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

## 1.3 Conflict with Act

If there is 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 Application for membership

A person may apply to the Board for membership in the Society. The person becomes a member of the Society on the Board's acceptance of the application and receipt of payment of membership dues, if any.

## 2.2 Duties

Every member must uphold the Constitution and must comply with these Bylaws.

## **2.3 Classes**

There are two classes of members in the society:

- (a) Voting members, consisting of Individuals of the age of majority; and
- (b) Non-voting members, consisting of:
  - (i) Individuals not of the age of majority;
  - (ii) Organizations, societies, and corporations; and
  - (iii) Honorary members.

## **2.4 Membership Dues**

The amount of membership dues for each class of membership and the due date for payment of such dues, shall be determined by the Board from time to time.

Payment of membership dues, if any, shall be a condition of membership.

## **2.5 Rights**

Every member is entitled to those rights afforded to members under the Act and these Bylaws. The Board may, from time to time, determine additional Yukon Wildlife Preserve related membership rights and conditions.

Non-voting members shall not have the right to vote.

## **2.6 Termination of membership**

Membership in the Society is terminated:

- (a) When the member has failed to pay the membership dues, if any, when due; and
- (b) In any of the other circumstances set out in the Act.

## **2.7 Honorary Membership**

Honorary membership in the Society may be granted by a majority vote of members in attendance at a general meeting. Such membership may be either for life or for a specified period of time. Honorary life membership is to be granted only to people who, in the opinion of the Directors or Members, have contributed or will contribute significantly, in some way, to the Society or who have contributed significantly to matters pertaining or similar to the objectives and goals of the Society.

## 3 General Meetings of the Members

### 3.1 General Meetings

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.

In accordance with the act and regulations, the directors will call an annual General Meeting within 4 months of the end of the fiscal year, unless an extension is granted by the registrar.

### 3.2 Ordinary business

At a General Meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

### 3.3 Notice of General Meeting

Written notice of the date, time and location of a General Meeting must:

- (a) Be given in accordance with the Act;
- (b) Be sent to the members at least 14 days before the meeting and not 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 the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

### 3.4 Chair of General Meetings

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

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
  - (i) The president, if any;
  - (ii) The vice-president, if any, if the president is unable to preside as the chair; or

- (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

### **3.5 Quorum for General Meetings**

A quorum for the transaction of business at a General Meeting is the lesser of 5 voting members or 10% of the total number of voting members.

### **3.6 Quorum required**

Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.7 Lack of quorum at General Meetings**

If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

### **3.8 Adjournments of General Meetings**

The chair of a General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

### **3.9 Order of business at a General Meeting**

The order of business at a General Meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that there is a quorum;

- (c) Approve the agenda;
- (d) Approve the minutes from the last General Meeting;
- (e) Deal with unfinished business from the last General Meeting;
- (f) If the meeting is an annual General Meeting:
  - (i) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;
  - (ii) Receive any other reports of Directors' activities and decisions since the previous annual General Meeting;
  - (iii) Elect or appoint Directors; and,
  - (iv) Appoint an accountant, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

### **3.10 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.

### **3.11 Methods of voting by members in attendance at General Meeting**

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

### **3.12 Proxies**

Voting by proxy is not permitted.

### **3.13 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.

### **3.14 Result of Vote**

The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

## **4 Directors**

### **4.1 Number of Directors**

The Society must have no fewer than 3, and no more than 12, Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.

### **4.2 Residency**

At least one of the Directors must be ordinarily resident in Yukon.

### **4.3 Board eligibility (Membership)**

A Director is required to be a voting member of the Society.

### **4.4 Non-voting Representatives**

The CEO is a non-voting Ex Officio member of the board.

The Directors may create or remove positions for non-voting Ex Officio representatives to participate on the board. These positions will be formalized in a policy passed by a special resolution of the Directors. Directors may appoint or remove a representative to/from an active position by an ordinary resolution.

### **4.5 Election or appointment of Directors**

Directors are elected by ordinary resolution of the members.

### **4.6 Term**

Directors are elected for two-year terms, unless the Director, at the Director's discretion, accepts appointment to the board for only a one-year term. A Director's term of office ends at the close of the annual General Meeting one or two years after the Director's election, as applicable.

#### **4.7 Vacancies**

The Directors may appoint a member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office, including a vacancy that arises further to a removal from office under Section 4.9 of these Bylaws. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

#### **4.8 Resignation of Directors**

A Director may resign by providing written notice. The resignation takes effect when the society receives the written resignation or, if specified by the director, on a date, date and time, or occurrence of a specified event.

#### **4.9 Removal of Directors**

A Director may be removed from office in the following ways:

- (a) by special resolution of the members; or
- (b) by resolution of the Board passed by at least 2/3 of the Directors, based on a determination that the Director who is the subject of the removal has failed to attend at least three consecutive duly called meetings of the Board without sufficient reason; or
- (c) by resolution of the Board passed by at least 2/3 of the Directors, based on a determination that the Director who is the subject of the removal has committed a substantial breach of the Society's bylaws or policies.

#### **4.10 Remuneration for being a Director**

The Society must not remunerate a Director for being a Director.

#### **4.11 Remuneration of Directors for other than being a director**

The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

#### **4.12 Majority of Directors may not be employed by Society**

A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.

#### **4.13 Reimbursement of Expenses**

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director.



## **5 Meetings of Directors**

### **5.1 Calling Directors' meeting**

The Directors may meet at any location in Yukon and in any manner as determined by the Directors.

### **5.2 Notice of Directors' meeting**

At least two days' notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

For a meeting of Directors held immediately following the appointment or election of a Director or Directors at a General Meeting of members, it is not necessary to give notice of the meeting to the newly elected or appointed Director.

### **5.3 Regular Board meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

### **5.4 Quorum of Board meetings**

A majority of the Directors in office constitutes a quorum at any meeting of Directors.

### **5.5 Board meetings may be held by electronic means**

Any meeting of the Board may be held by means of telephone or such other communication medium means 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.

### **5.6 Resolution without a meeting**

The Directors may pass a Board resolution without a meeting if all Directors consent in writing to the resolution.

## 6 Officers

### 6.1 Election of Officers

At the first meeting of Directors held immediately following the appointment or election of a Director or Directors, the Directors shall elect among them an Executive Committee consisting of:

- (a) President;
- (b) Vice President;
- (c) Secretary; and,
- (d) Treasurer.

### 6.2 Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- (b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:
  - (i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
  - (ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
  - (iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.
- (iv) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - (i) Receiving and banking monies collected from the members or other sources;
  - (ii) Keeping accounting records in respect of the Society's financial transactions; and,
  - (iii) Preparing the Society's financial statements; and making the Society's filings respecting taxes.

## 7 Signing Authority

### 7.1 Execution of documents

A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

## **8 Borrowing**

### **8.1 Borrowing powers**

The Society may, as determined by the Directors:

- (a) Borrow money; and,
- (b) Issue debt obligations to any person and for any consideration.

## **9 Accountant**

### **9.1 Requirement for Accountant**

- (a) If the Society is a Class B society, the Society is not required to have an accountant.
- (b) If the Society is a Class A society, the Society is required to have an accountant. However, a Class A society may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual general meeting. The Society may not waive the requirement to have an accountant for more than two consecutive fiscal years.

### **9.2 Appointing an Accountant**

The accountant will be appointed at the annual General Meeting by ordinary resolution. The accountant will hold office until the close of the next annual general meeting or until a successor is appointed.

If there is a vacancy in the office of accountant created by resignation, death or otherwise, other than by removal, the Directors may appoint an accountant to hold office until the close of the next annual General Meeting.

## **10 Distribution of property before dissolution or on liquidation**

### **10.1 Distribution**

The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act.