

**YUKON CONSERVATION SOCIETY
CONSTITUTION & BY-LAWS**

1. The name of the organization is: YUKON CONSERVATION SOCIETY, hereinafter referred to as the "Society".
2. The objectives of the Society are to encourage the conservation of Yukon ecosystems and to promote the scientific, educational, recreational and aesthetic aspects of Yukon's wildlife and wilderness.
3. The operations of the Society are to be chiefly carried on throughout the Yukon with the head office in Whitehorse.

PART 1

Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the director of the society elected or appointed;
 - (b) "Societies Act" means the *Societies Act* of the Yukon from time to time in force and all amendments;
 - (c) "Societies Regulations" means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - (d) "registered address" of a member means the address as recorded in the register of members.
- (2) The definitions in the *Societies Act* and in the Societies Regulations apply to these bylaws.

PART 2

BY-LAWS:

Article 1: Membership

- 1.1 Any person or corporation who supports the objectives of the Yukon Conservation Society may apply for membership in the Society.
- 1.2 There shall be two classes of members in the Society:
 - (a) general members
 - (b) supporting members
- 1.2.1 Any of these classes may be extended to lifetime term on approval of the Board of Directors.
- 1.3 Membership fees payable by each member in respect of any fiscal year of operation of the Society shall be determined from time to time by the Board of Directors.
- 1.4 All membership fees shall be due and payable by the expiry of the period of ninety days following the conclusion of the one year period after the purchase of the most recent membership.
- 1.5 Non-payment of all fees due and payable by any member shall result in the immediate cancellation of that membership.
- 1.6 Membership in the Society shall be issued to each individual applicant and shall not be transferable.
- 1.7 Any member of the Society may resign from the Society by giving written notice to the Board of Directors.
- 1.8 The Board of Directors may reject any application for membership and expel any existing member from membership if, in the opinion of the Board of Directors that person engages either directly or

indirectly in any activities which are detrimental to, or inconsistent with the objectives of the Society or these By-Laws. Any rejection or expulsion under the terms of this by-law shall be subject to the right of any member or applicant to have the matter reconsidered by the Board and membership at the annual general meeting or a special meeting upon written request to the Board of Directors. Upon any application for reconsideration a 75% vote by special resolution of the members and Board of Directors shall be conclusive and binding.

- 1.9 General membership in the Society shall be open to any person or persons whose application for membership has been accepted and shall be divided into the following categories:
1. An individual membership which entitles any such member in attendance at a general or special meeting of the Society to one vote;
 2. A family membership which entitles each family member over the age of nineteen years and in attendance at any general or special meeting of the Society to one vote per member to an upper maximum of two votes per family; and
 3. A student membership is open to any person who is a student of a recognized institution who is over nineteen, which entitles any such member in attendance at a general or special meeting of the Society to one vote.
 4. Each membership is exclusive and may not be combined with a second category.
- 1.10 General membership in the Society shall not be available to any corporation or company.
- 1.11 Supporting membership in the Society shall be open to corporations and other companies which support the objectives of the Society upon application by such corporation or company.
- 1.12 Supporting memberships shall not include voting privileges.
- 1.13 Membership application forms shall be available upon request at all offices of the Society in the Yukon.

Article 2: Meetings

- 2.1 The annual general meeting of the Society shall be held at anytime during the first quarter of the fiscal year at a time and location determined by the Board of Directors for the purpose of electing directors and conducting any business of the Society.
- 2.2 A special meeting of the Society may be called by the Board of Directors or by any group of members numbering not less than five upon written notice to the Board of Directors.
- 2.3 Notice of every annual general meeting and every special meeting shall be served by giving the said notice to each member not less than twenty-one days prior to the date of the proposed meeting.
- 2.4 Twelve members of the Society present at any annual general meeting or special meeting shall constitute a quorum for the purposes of such a meeting.
- 2.5 Resolutions from any annual general meeting or special meeting of the Society shall be passed by not less than 75% of members present at such a meeting. Presence at the annual general meeting (AGM) may be via active remote participation, if this is requested by the current member at least three working days prior to the AGM.
- 2.6 The meeting of the Board of Directors of the Society shall be called by the President or any Director not less than once in every ten weeks. All such meetings of the Board of Directors shall be open to the general membership, except for portions of meetings deemed *in camera* by the chair of the meeting.

- 2.6.1 Every member of the Board of Directors shall be notified of the time and place of any meeting of the Board of Directors not less than twenty-four hours prior to any such proposed meeting.
- 2.6.2 A simple majority of the total number of members of the Board of Directors shall constitute a quorum for the conducting of the business of the Society at any meeting of the Board of Directors.
- 2.6.3 Resolutions of a meeting of the Board of Directors shall be decided by a simple majority of participating Board members unless otherwise required by law.
- 2.7 In order to be eligible to vote at any annual general meeting or special meeting of the Society or any meeting of the Board of Directors, the voting member must be present at that meeting and no member shall be entitled to vote by way of proxy. Active remote attendance (as described in 2.5) may be deemed “present” by the chairperson of the annual general meeting or special general meeting.

Article 3: Board of Directors

- 3.1 The Board of Directors shall consist of at least eight, but no more than fourteen general members of the Society over the age of nineteen.
- 3.2 The Board of Directors shall be elected by the general membership of the Society at the annual general meeting.
- 3.3 The term of office for the Board of Directors shall be one year.
- 3.4 Prior to each annual general meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least two Society members.
- 3.5 Nominations for the Board of Directors shall be accepted from the floor at the annual general meeting and by the Nominating Committee of the Board of Directors which shall invite nominations from the membership during the thirty days prior to the annual general meeting.
- 3.6 A director shall be deemed to have resigned if he or she ceases to be a member of the Society or if without reasonable cause, he or she fails to attend three consecutive meetings of the Board of Directors.
- 3.7 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 Board members.
- 3.8 No director shall receive any fees for his or her services as a director.
- 3.9 No member of the Board of Directors shall be an employee of the Society.
- 3.10 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.

Article 4: Responsibilities of the Board of Directors

- 4.1 The Board of Directors shall implement the objectives of the Society and manage the affairs of the Society.

- 4.2 The Board of Directors may engage employees and shall fix the remuneration, terms of employment and duties of any such employee.
- 4.3 The Board of Directors may enter into, and fix the terms and conditions of, any contracts deemed necessary by the Board in carrying out the objectives of the Society.
- 4.4 *(this by-law removed, and Article 14 added).*
- 4.5 The Society may borrow, raise and secure re-payment of money pursuant to a special resolution of the Board of Directors. See Article 13.
- 4.6 The Board of Directors may appoint standing committees as required from time to time by the Board of Directors and all such committees shall report regularly and shall be responsible to the Board of Directors.
- 4.7 The powers and duties of all committees of the Society shall be fixed by the Board of Directors.

Article 5: Executive Officers

- 5.1 At the first Board of Directors meeting following each annual general meeting, the Board of Directors shall elect from among the slate of directors a president, vice-president, a secretary, and a treasurer as Executive Officers.
- 5.2 The term of office for any executive officer shall be one year.
- 5.3 The executive officers and the immediate past president 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.

Article 6: Duties of the Executive Officers

- 6.1 The President shall:
- (i) appoint from the Board of Directors a chairperson to chair each meeting of the Board of Directors and each annual general meeting or special meeting of the Society;
 - (ii) submit an annual report of the Board of Directors to the annual general meeting of the Society.
 - (iii) be responsible, in consultation with Board of Directors, for the general supervision and interactions with all staff employed by the Society.
- 6.2 The Vice-President shall act in place of and on behalf of the President in his or her absence and shall undertake any additional responsibilities and duties as assigned by the Board of Directors.
- 6.3 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 annual general meetings, special meetings 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 by-laws of the Society.
- 6.4 The Treasurer shall:
- (i) ensure that all records and financial accounts of the Society are properly maintained.

- (ii) at least fifteen days prior to the date of each annual general meeting submit to the Board of Directors the financial statements of the Society for approval by the Board;
- (iii) submit an annual Treasurer's report to the annual general meeting;
- (iv) present the annual operating budget to the Board of Directors for approval;
- (v) shall ensure that all cheques negotiated by the Society are signed by 2 signing authorities, one of whom should be a board member, as designated by the Board of Directors;
- (vi) be responsible for the production and publication of all financial records and documentation required by the Board of Directors.

Article 7: Seal

- 7.1 The Society may have a common seal, designated as such by the Board of Directors, and may affix this seal in the presence of at least one member of the Executive Council to any document or other instrument as the case may be.

Article 8: Amendments

- 8.1 The by-laws of the Society shall not be altered or added to except by way of a Special resolution of the Society.
- 8.2 Notice of any proposed amendment to the by-laws 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 twenty-one days prior to the meeting at which the proposed amendment will be considered.
- 8.3 An Special resolution of the Society must be passed by a seventy-five percent majority vote of the members present at any meeting at an annual or special general meeting.

Article 9: Branch Societies

- 9.1 The Society may establish and maintain for the purpose of carrying out its objectives, one or more branch societies having offices within the Yukon Territory.
- 9.2 Any branch society established under this Article shall operate in accordance with the Constitution and By-laws of this Society and shall file an annual report prior to the annual general meeting each year.

Article 10: Dissolution

- 10.1 In the event of dissolution, all outstanding debts of the Society will be paid in full.
- 10.2 Any remaining funds will be disbursed to any other organization whose objectives are similar to that of the Society. The Board of Directors will provide guidance regarding the disbursement, and the membership will vote by Special Resolution to either accept or reject to disburse any remaining funds to the by the Board of Directors suggested organization.

Article 11: The Ted Parnell Scholarship

- 11.1 The Board of directors may award annually a Ted Parnell Scholarship, not less than \$500.00 in value, to any post - secondary student normally resident in Yukon, who is pursuing further educational endeavours in the field of environmental or cultural studies and who meets any additional criteria approved by the Board.

Article 12: Transitional Provisions

- 12.1 Upon the coming into force of these by-laws, the members of the Board of Directors and Executive Council holding office immediately prior to the coming into force of these By-laws shall be deemed to have been elected to their respective offices pursuant to these By-laws and shall remain in such office until the annual general meeting next following the coming into force of these By-laws.

Article 13: Borrowing against or sale of 302 Hawkins

- 13.1 The YCS house at 302 Hawkins shall not be borrowed against or encumbered in any way for any amount exceeding 25% of the total appraised value of the building at the time. All funds borrowed against the house must be used solely for purposes in conformity with the objectives of the Society.
- 13.2 In the event of any proposed borrowing against the house in excess of 25% of its value or the proposed sale of the house, the Board of Directors shall notify each member of the Society of such intention and call a general meeting of members. Notice of the meeting and such intended action shall be given to the last known address for each member not less than fourteen days prior to the date of the general meeting.
- 13.3 Notwithstanding any of the provisions of this article, the Board of Directors may deal with the borrowing against or sale of the house in any manner whatsoever as directed by the membership pursuant to an Special resolution of the Society passed by a seventy-five percent majority vote of the members present at the general meeting called as per 13.2.

Article 14: Professional Accountant

- 14.1 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.
- 14.2 At each annual general meeting the society shall appoint a professional accountant.
- 14.3 (a) the directors shall appoint a professional accountant to serve until the first annual general meeting.
- (b) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
- 14.4 A professional accountant may be removed by ordinary resolution.
- 14.5 No director and no employee of the society shall act as the professional accountant.

Article 15: Other

- 15.1 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.
- 15.2 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.