Yukon Conservation Society Est. 1968

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Bylaws of the Yukon Conservation Society

Last revised and approved by the membership August 28th, 2025.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

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.

(h) "Special resolution" means a resolution passed by at least two thirds of the votes cast by the voting members at a General Meeting of which not less than 21 days' notice of the text of the resolution has been given.

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. MEMBERS

2.1 Application for membership

A person of majority age who agrees to uphold the constitution and comply with these

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

Anyone who is denied membership shall be given the reason for the denial in writing and shall have the right of appeal to the next general meeting.

2.2 Membership Classes

(a) General membership includes voting privileges. General membership is not available to corporations, businesses, or YCS employees.

(b) General membership is further defined as follows:

(i) individual membership, allotted one vote. Individual membership shall consist of a tiered system, as further defined by the Board of Directors.

(ii) family membership, allotted one vote. If individuals covered under a family membership cannot reach a consensus, they shall abstain from voting.

(c) New and renewed memberships shall be annual but either class may be extended to a lifetime term on approval of the Board of Directors.

(d) Membership is not transferable.

2.3 Membership Dues

The amount of membership dues, and the due date for payment of such dues, shall be determined by the Board. Payment of membership dues, if any, shall be a condition of membership. Any membership dues shall be annual except in the case of lifetime memberships.

2.4 Termination of membership

A person's membership in the Society is terminated:

(a) When the person has failed to pay the membership dues when due.

(b) When the member fails to maintain any other qualifications or conditions for membership described in these bylaws.

(c) If a member is expelled in accordance with the Act.

2.5 Members' rights

(a) Every member is entitled to those rights afforded to members under the Act and these Bylaws, including:

(i) the right of general members to vote on every matter in respect of which a vote of the members is held and

(ii) the right of general members to elect the directors

(iii) the right of all members to copies of these bylaws and the constitution.

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, if at least 15% of the total general membership signs the requisition.

3.2 Ordinary business and special business

a) At an Annual General Meeting, the following business is ordinary business

   i. Adoption of rules of order and agenda;

   ii. Consideration of any financial statements of the Society presented to the meeting;

   iii. Consideration of the reports, if any, of Directors or accountant;

   iv. Election of or appointment of Directors;

   v. Appointment of an accountant, if any; and

   vi. Business arising out of a report of the Directors that does not require the passing of a special resolution.

b) At a Special General Meeting, special business is all business other than the adoption of the rules of order.

c) The following actions are required to be authorized by special resolution:

   i. Change to the Society's constitution or bylaws;

   ii. Expulsion of a member or director of the Society;

   iii. Dissolution of the Society;

   iv. Sale of, or borrowing against Parnell House, the YCS office building at 302 Hawkins Street Whitehorse, YT.

   v. Any other action required by the Act to be authorized by 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, which notice must be given to the membership 21 days in advance of the General Meeting.

(e) The accidental omission to give notice of a meeting to, or the non-receipt by, any of the Members entitled to receive notice does not invalidate any action taken or the proceedings at the General Meeting.

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.

(d) A chair may move or propose a resolution and may second a motion or Resolution proposed by another member and the chair shall have a vote. In the case of an equality of votes, the chair shall not have a casting or second vote.

3.5 Quorum for General Meetings

A quorum for the transaction of business at a General Meeting is the lesser of fifteen members entitled to vote or 5% of the general 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 Adjournment 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 Directors; and

(iv) Appoint an accountant,;

(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 Voting at General Meetings

(a) 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.

(b) An ordinary resolution is passed if a majority of the general members present vote in favour. In case of an equality of votes, the resolution fails.

(c) A special resolution is passed if two thirds of the general members present vote in favour.

(d) The chair will count votes and announce the numbers of votes, whether voting is by show of hands, or by other signal at a virtual meeting

3.12 Proxies

Voting by proxy is not permitted.

3.13 General and Special resolutions at General Meetings

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.

4. DIRECTORS

4.1 Number of Directors

The Society must have no fewer than six (6) and no more than twelve (12) Directors.

4.2 Board eligibility

(a) Directors of the Society must be ordinarily resident in the Yukon.

(b) A Director is required to be a member of the Society, and to meet the other qualifications set out in the Act.

4.3 Search/nomination process for board candidates

(a) Prior to each Annual General Meeting, the Board of Directors will appoint a Search Committee consisting of at least one current Board member and one other Society member.

(b) The Board of Directors shall invite expressions of interest from the membership, referring interested individuals to the Search Committee.

(c) The Search Committee's role will be to recruit, screen and recommend to the membership, candidates for membership on the Board of Directors.

(d) The Board may provide the Committee with directions.

(e) The Search Committee will:

(i) identify the characteristics, experiences and skills sought;

(ii) advertise for and recruit interested individuals;

(iii) receive information from and if desired interview interested individuals;

(iv) prepare a list of recommended candidates.

(f) The Board shall review the Committee's recommendations prior to the recommendations being shared with the membership.

(g) Search Committee and Board members will keep confidential all personal information received from interested individuals in the course of carrying out their work, except information candidates authorize the Committee to share with the membership.

(h) 14 days before the Annual General Meeting, the Search Committee will notify YCS members of the names and relevant information of each candidate recommended for board membership by the Committee.

(i) Nominations for the Board of Directors will also be invited from the floor at the Annual General Meeting. Any voting member in good standing may be nominated from the floor provided another voting member seconds the nomination.

4.4 Election of Directors

(a) Directors are elected by ordinary resolution of the members.

(b) If the number of candidates is equal to or less than the number of available positions, each Director shall be elected individually, each name being presented and voted on before the next name is presented.

(c) If there are more candidates than there are positions available, a ballot shall be used (paper or electronic as necessary).

4.5 Authority of Board of Directors

(a) The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do. The Board of Directors may delegate powers to staff for the purpose of carrying out the Society's objectives;

(b) The Directors of a society must manage, or supervise the management of, the activities and internal affairs of the Society;

(c) Any decision of the Board shall be by Resolution, recorded and maintained with the records of the Society;

(d) The Board of Directors hires and supervises the Executive Director.

4.6 Term

(a) At the first Annual General Meeting held under these bylaws, one half of the number of directors elected will be elected to a one-year term and the other half to a two-year term. At subsequent General Meetings, all directors will be elected to two-year terms.

(b) A Director who has served for six consecutive years after the adoption of these bylaws may not be re-elected or appointed for a period of two years.

4.7 Vacancies

(a) 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, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

(b) A vacancy on the Board does not impair the capacity of the remaining Directors to act or invalidate acts or decisions of the Board.

4.8 Removal of Directors

(a) A Director may be removed from office by special resolution of the general members. The affected Director shall be provided notice of the proposed Special Resolution, and shall be provided an opportunity to be heard prior to a vote on the resolution occurring. If a Director is voted out, the general members may elect a director to fill the remainder of the removed Director's term.

(b) A director shall be deemed to have resigned from the Board of Directors if they cease to be a member of the Society or if they, without having requested and received leave from the Board, fail to attend three meetings of the Board of Directors.

4.9 Remuneration for being a Director

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

4.10 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. Not more than two directors at a time may be providing services to the Society for which they are entitled to receive remuneration.

4.11 Reimbursement of Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director, such expenses to be pre-approved by the Board.

5. MEETINGS OF DIRECTORS

5.1 Calling Directors' meetings

(a) The Directors may meet at any location in Yukon and in any manner determined by the Directors.

(b) A meeting of the Board of Directors shall be called by the President or another Director not less than once in every ten week period.

(c) All meetings of the Directors shall be open to the general membership, except for portions of the meetings designated in camera by the chair of the meeting.

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.

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. In the case of an equality of votes, the chair does not have a second or casting vote.

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 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 and without the consent of all Directors

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.

6. OFFICERS

6.1 Election or appointment of Officers

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.

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. The president shall have such other duties and powers as the board may determine.

(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, and conducting the correspondence of the Society;

(ii) Keeping the records of the Society in accordance with the Act, including the register of members, the constitution, bylaws and policies of the Society; and

(iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.

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 ensuring 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;

(iii) Preparing the Society's financial statements and making the Society's filings respecting taxes;

(iv) Presenting the Society's financial statements and an annual operating budget at the Annual General Meeting;

(v) Ensuring that all payments being made or committed to by the Society are approved and/or signed by two signing authorities, at least one of whom shall be a board member, as designated by the Board of Directors.

6.3 Conflict of Interest

Sections 60 and 61 of the Act will be followed.

7. Indemnification

7.1 Indemnification of Directors

The Society shall indemnify and save harmless any director of the Society from any claim or judgment against the Society, or any named member of the Board of Directors, if the claim or judgment is in any way related to any decision, act or omission of the director as part of the director's duties so long as the director was acting in good faith.

7.2 Committees

(a) The Board of Directors may from time to time create committees consisting of one or more Directors, and confer responsibility and delegate powers to such committees. A committee so formed shall conform to any rules imposed on it by the Directors, and shall report anything done in the exercise of the responsibility and powers delegated to it to the Directors. Any committee member may be removed by Resolution of the Board. The members of a committee may meet and adjourn as they decide.

(b) Committee membership may include interested members of the Society who are not Directors.

8. 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.

9. BORROWING

(a) Subject to paragraph (b) the Society may, as determined by the directors, borrow money and issue debt obligations to any person and for any consideration, pursuant to section 36 of the Act;
(b) The Board may not approve borrowing by the Society in excess of $25,000. For the Society to borrow in excess of this amount requires a special resolution of the general membership;
(c) The Society's property at 302 Hawkins Street shall not be borrowed against or encumbered in any way for any amount exceeding 25% of its total assessed value as per most recent property assessment notice, subject to 3.2(c)(iv).

10. ACCOUNTANT

(a) At each annual General meeting, the Society shall appoint a professional accountant;
(b) The Directors may appoint a professional accountant for a vacancy occurring between one AGM and the next;
(c) A professional accountant may be removed by ordinary resolution;
(d) No Director and no employee of the Society shall act as the professional accountant;
(e) Section 130 of the Act will be followed. For clarity, a minimum of a compilation engagement shall be performed every year, with the option of a review engagement or audit engagement at the discretion of the Board of Directors.

11. Records

Sections 26 and 27 of the Act will be followed.

12. Distribution of property before dissolution or on liquidation

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

13. Branch Societies

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. 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.