



# Bylaws

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# Volunteer Bénévoles Yukon - Bylaws

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# BYLAWS

## 1. Definition and Interpretation

### 1.1. Definitions

In these bylaws,

“Act” means the Yukon Societies Act and the regulations under the Act, as amended from time to time.

“Board” means the Directors of the Society.

“Bylaws” means these bylaws.

“Constitution” means the constitution of the Society.

“Director” means an individual who has been designated, elected or appointed, in accordance with the Act, as a Director of the Society.

“General Meeting” means a general meeting of the members of the Society.

“Officer” means an individual who has been appointed, in accordance with the Act, as an officer of the Society.

"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

"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 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. Classes of Members**

There are two classes of members in the Society.

#### a) Individual Members

A person over the age of majority may apply to the Board for membership as an Individual Member in the Society. The person becomes an Individual Member on the Board's acceptance of the application and receipt of payment of membership dues, if any.

Individual Members are entitled to vote at general meetings.

#### b) Associate Members

An organization, government department, business or not-for-profit organization may apply to the Board for membership as an Associate Member in the Society. The applicant becomes an Associate member of the Society on the Board's acceptance of the application and receipt of payment of membership dues, if any.

Associate Members are not entitled to vote at general meetings.

### **2.2. Duties**

Every Individual Member or Associate member must uphold the Constitution and comply with these Bylaws.

### **2.3. Rights**

Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.

### **2.4. Membership Dues**

The amount of membership dues, if any, 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.

### **2.5. Register of Members**

The register of members maintained by the Society will include the name of the member, the most recent contact information, and the date on which membership was accepted.

## **2.6. Termination of membership**

An Individual or Associate Membership in the Society is terminated when the Member:

- a) has failed to pay the membership dues, if any, when due;
- b) fails to uphold the Constitution, or does not comply with these Bylaws; and

In any of the other circumstances set out in the Act.

## **2.7. Expulsion of Member**

An Individual or Associate Member of the Society may be disciplined or expelled by a special resolution of the Directors.

Before the Member of the Society is disciplined or expelled, the Directors must:

- a) Send to the Individual Member or Associate Member written notice of a proposed discipline or expulsion, including the reasons; and
- b) Provide a reasonable opportunity for the Individual Member or Associate Member to make representation to the Directors respecting the proposed discipline or expulsion.

## **3. General Meetings of Members**

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.

### **3.1. 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.

A notice of a general meeting may be sent to Associate Members.

### **3.2. Requisition of General Meeting**

Individual Members of the Society may requisition the Directors to call a general meeting in accordance with the Act.

**3.3. Resolution instead of Annual General Meeting**

The passing of a resolution instead of an annual general meeting may be permitted if in accordance with the Act.

**3.4. Ordinary Business at General Meetings**

The ordinary items of business at a General Meeting are:

- 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.

**3.5. Order of Business at General Meetings**

The order of business at a General Meeting is:

- 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; and
- h) Terminate the meeting.

**3.6. Attendance at a 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.

**3.7. Methods of voting by members in attendance at a 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.

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.

**3.8. Quorum for a General Meeting**

A quorum for the transaction of business at a General Meeting is a three members or a majority of members, whichever is greater.

**3.9. 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.

**3.10. Lack of quorum at a General Meeting**

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.

**3.11. Adjournments of a General Meeting**

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.



**3.12. Chair of a General Meeting**

The chair of a General Meeting shall be:

- a) An 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.

**3.13. Chair voting on a resolution**

If the chair is a member, the chair may move or propose a resolution, or may second a resolution proposed by another person.

If the chair is a member, the chair is entitled to vote on resolutions. In case of a tie vote, the chair shall not have a second vote in addition to the vote to which the chair may be entitled to as a member and the proposed resolution shall not pass.

**3.14. Voting by Proxy**

Voting by proxy is not permitted.

**3.15. Vote at a General Meeting**

Matters 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.

**3.16. Result of Vote**

The chair of a General Meeting must announce the outcome of each vote which is 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.

In the case of a tie, the resolution shall not pass.

#### **4. Directors and Officers**

##### **4.1. Number of Directors**

The Society must have no fewer than three Directors. The members at a General Meeting may determine the fixed number of Directors from time to time

##### **4.2. Residency**

The majority of the Directors must be ordinarily resident in Yukon

##### **4.3. Board eligibility**

A Director is required to be a member of the Society and meet the qualification requirements to be a Director according to the Act.

##### **4.4. Election or appointment of Directors**

A slate of Directors are elected by ordinary resolution of the members. At the first meeting of the Directors after the general meeting, the elected directors will determine who will fill the Officer positions and confirm these positions through resolution by the Directors.

##### **4.5. Term**

The Directors are elected at each annual General Meeting. A Director's term of office ends at the close of the next annual General Meeting after the Director's election.

If directors are not elected at an annual general meeting, the incumbent directors continue in office until their successors are elected.

##### **4.6. 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, 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. The total number of directors so appointed must not exceed one-third of the number of directors elected at the previous annual general meeting.

Directors may not appoint a member to fill a vacancy in the number of Directors caused by an increase in the number of directors provided for in the bylaws, or a failure to elect the minimum number of directors provided for in the bylaws. The Directors in office, as soon as practicable, must call a general meeting to fill the vacancy.

##### **4.7. Removal of Directors**

A Director may be removed from office by special resolution of the members

##### **4.8. Remuneration for being a Director**

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

**4.9. Remuneration of Directors for other than being a director**

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

**4.10. 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 concurrent contracts of employment or services.

**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.

**5. Meetings of Directors**

**5.1. Calling Directors' meeting**

The Directors may meet at any location in the 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.

**5.3. Quorum of Board meetings**

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

**5.4. Voting by Directors**

- a) Questions arising at a meeting of the Directors and committee of Directors shall be decided by consensus, but if consensus is not achieved, then by a majority of votes.
- b) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a 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 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**

- a) The Directors may pass a resolution without a meeting if a notice has been sent to the Directors including:

- i. The text of the resolution
  - ii. The day by which the Directors must respond to the notice indicating whether or not they consent to the resolution.
- b) The notice must be sent to all of the Directors at least 14 days prior to the day when the Directors are required to respond.
  - c) If a Director fails to respond by the deadline for consent, the Director is considered to consent to the resolution.

#### **5.7. Expectations of Directors**

Directors are expected to fulfil the duties of their positions including attending the meetings, whether remotely or in-person.

Any Director who will be absent from the meetings must notify the President or executive director.

Any Director who is absent from 1 meeting without providing notice will be contacted by the executive director. If a Director misses 3 meetings without providing notice, that Director is subject to removal as a Director.

### **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 considers necessary.

A Director may hold more than one officer position.

These elections or appointments will be ratified by ordinary resolution by the Directors.

#### **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.

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.

### **6.3. Committees**

The Directors may delegate responsibility to committees consisting of one or more Directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.

## **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 Powers**

The Society may not, on behalf of and in the name of the Society, raise or secure the payment or repayment of money, issue of debentures.

The Society may, from time to time, secure a line of credit which will be authorized by the Board.

## **9. Requirement for Accountant**

The Society is required to have an accountant. The 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.

## **10. 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.