YUKON LEARN SOCIETY
BYLAWS

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BYLAWS

1.0 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 board of directors of the society.

(c) "directors" means the directors of the society;

(d) "executive director" means the individual designated to fill that role by the board;

(e) "general meeting" means a general meeting of the members of the society and includes an annual general meeting and a special general meeting; and

(f) "society" means the Yukon Learn Society.

1.2 The definitions in the Act apply to these bylaws.

1.3 Where there is a conflict between these bylaws and the Act, the Act shall prevail subject to any exceptions set out in the Act.

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

2.0 Membership

2.1 Any individual, 16 years of age and over, may become a member of the society upon application for membership and payment of a membership fee. Youth under the age of 19 will require a signed permission slip from a parent or guardian.

2.2 Any legal person, institution, organization, agency, or government body may become a member of the society upon application for membership and payment of a membership fee.

2.3 There are two (2) classes of membership:

(a) Individual; and

(b) Organization.

2.4 Membership fees will be determined by the board, are non-refundable and are due by March 31 of each year. If membership fees are not paid by March 31, the member shall not be considered to be in good standing. If membership fees are not paid by June 30, the member shall cease to be a member of the society.

2.5 Membership shall commence on April 1 of each year and expire on March 31 of the following year.

2.6 Every member in good standing 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 directors.

Where the member is not an individual member, the member may appoint one (1) delegate to general meetings.

2.7 Members are obligated to uphold the constitution of the society, comply with these bylaws, maintain the aims and objectives of the society and to conduct themselves in a manner conducive to the best interests of the society.

2.8 A member shall cease to be a member:
(a) by delivering a resignation to the society; or
(b) upon failure to pay membership fee by June 30 of each year.

2.9 The society will not exercise the authority to expel members.

3.0 Meetings

3.1 Annual General Meetings

3.1.1 The fiscal year end for the society shall be March 31.
3.1.2 The society shall hold an annual general meeting within 15 months of its last annual general meeting, on a date fixed by the board, at which it shall present to its members the financial statements in accordance with the regulations.
3.1.3 Notice of the annual general meeting shall be given a minimum of seven (7) days in advance and not more than 60 days before the meeting.
3.1.4 A quorum at an annual general meeting shall consist of 25 percent of members in good standing, or 12 members in good standing, whichever is less.

3.2 Special General Meetings

3.2.1 The directors may, at any time, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 25 percent of members in good standing.
3.2.2 Notice of a special general meeting shall be given to each member in good standing not less than seven (7) days before the meeting and not more than 60 days before the meeting.
3.2.3 At a special general meeting, special business is all business other than:
(a) the adoption of rules of order;
(b) the consideration of the financial statements;
(c) the report of the directors;
(d) the report of the professional accountant, if any;
(e) the election of directors; and
(f) that which, under these bylaws, are required to be transacted at an annual general meeting.

3.2.4 A quorum at a special general meeting shall consist of 25 percent of members in good standing, or 12 members in good standing, whichever is less.

3.3 Where a special resolution is to be voted on at a general meeting, then notice of the meeting shall include the text of the special resolution to be submitted to the meeting. As required in the regulations, a special resolution must be passed by at least 2/3 of the votes cast by the members in good standing in attendance at the meeting.

3.4 If the society has more than three members, notice of an annual general meeting or a special general meeting may be sent to every member of the society whose contact information in the register of members includes an email address, by email to that email address.

3.5 Members may participate in an annual general meeting or a special general meeting by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other during the meeting. 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. If one or more members vote at the general meeting while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

3.6 When a quorum has not been established at a general meeting, the Chairperson, prior to dissolving the current meeting, shall set a new meeting date within thirty (30) days. In this case, notice shall be given to members at least seven (7) days before the meeting.

3.7 Voting

3.7.1 The chairperson 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.

3.7.2 Unless otherwise specified in these bylaws or the Act, a majority of votes in either favour will determine whether a resolution is passed.
3.7.3 A member in good standing present at a meeting of members is entitled to one vote.
3.7.4 Voting by proxy is not permitted.
3.7.5 The chairperson or any member in good standing may move or propose a resolution and may second a motion or resolution proposed by another person.
3.7.6 In the case of an equality of votes, the chairperson shall not have a casting vote in addition to the vote to which the chairperson may be entitled to as a member, and the proposed resolution shall not pass.

4.0 Directors and Officers

4.1 The directors may exercise all the powers that the society may exercise, and which are not by these bylaws or by the Act or otherwise required to be exercised or done by the society in a general meeting.

4.2 The authority of the directors under Subsection 4.1 is subject to:

(a) all laws affecting the society;
(b) these bylaws; and
(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.

4.3 Directors of the Society:

4.3.1 The board shall at all times be composed of a minimum of 3 directors and a maximum of 9 directors. The members at a general meeting shall, by ordinary resolution, determine the fixed number of directors from time to time.
4.3.2 Directors must meet the qualification requirements set out in the Act.
4.3.3 At least one director must be ordinarily resident in the Yukon.
4.3.4 The board may include a maximum of 4 ex-officio board members who are engaged in active literacy programs. The minimum and maximum number of

directors set out in section 4.3.1 above does not include the ex-officio board members.

4.3.4 Ex-officio board members may not move or propose a resolution and may not second a motion or resolution proposed by another director at meetings of the board.

4.3.5 Ex-officio board members may not vote on resolutions at meetings of the board.

4.4 Officers of the Society:

4.4.1 The officers of the society shall be:

(a) the President;
(b) the Vice-President;
(c) the Secretary;
(d) the Treasurer; and
(e) the Past President.

4.5 Election of Directors

4.5.1 The directors of the society will be elected at an annual general meeting of the society.

4.5.2 Directors will be elected by the membership from those members, 19 years of age and over and in good standing, nominated by the Nominating Committee.

4.5.3 Nominations may also be made from the floor.

4.5.4 Elections shall be held only for the number of vacancies to be filled, not for individual positions.

4.5.5 The elected directors will select from among themselves, the President, Vice-President, Secretary and Treasurer within 7 days of election of the directors.

4.5.6 For the 2022-23 fiscal year only, 9 directors will be elected with five directors' terms being two years and four being one year. Directors will indicate whether they wish to be elected for a one-year or two-year term in the 2022-23 fiscal year.

4.5.7 Beginning in the 2023-24 fiscal year, annual elections will be held for those directors whose terms have ended, with their terms being two years. Directors' terms of office commence at the date of the annual general meeting held during the last year of the director's term.

4.5.8 Notwithstanding sections 4.5.6 and 4.5.7, a member may seek re-election as a director after having served an initial term as a director.

4.6 Nominating Committee:

4.6.1 Prior to the annual general meeting, the board shall appoint a Nominating Committee consisting of one officer and one or more members at large. The committee will be chaired by the officer.

4.6.2 This Committee shall select at least one nominee for each vacant position and submit its report to the board prior to the annual general meeting.

4.7 No director shall be remunerated for being or acting as director but the director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

4.8 Removal of Directors:

4.8.1 The office of a director shall be vacated:

(a) upon receipt by the President of a written notice of resignation;

(b) upon failure to attend three (3) consecutive meeting without reasonable cause; or

(c) upon failure of a director to adhere to the aims and objectives of the society or to conduct themselves in a manner conducive to the best interests of the society.

4.8.2 The board shall have the authority to appoint another person as a director to fill a vacancy. The term of this appointment will be no longer than until the next general meeting, at which time the vacancy will be filled for whatever term would normally be required under 4.5.7.

5.0 Proceedings of Directors

5.1 The directors may meet together at the places they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.

5.2 Notice of a meeting of the directors may be sent by email to the director's email address.

5.3 The president shall be chairperson of all meetings of the board, but if at a meeting the president is not present within twenty minutes after the time appointed for holding the meeting, and has not previously appointed a substitute chairperson, the directors present may choose one of their number to be chairperson at that meeting.

5.4 A quorum at a board meeting shall consist of 50 percent of board members.

5.5 A director may at any time, and the secretary on the request of a director shall, convene a meeting of the board.

5.6 Questions arising at a meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson does not have a second or casting vote.

5.7 The chairperson or any director may move or propose a resolution and may second a motion or resolution proposed by another person.

5.8 Directors may participate in a meeting of the board by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other during the meeting. 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. If one or more directors vote while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the directors

5.9 It shall be the duty of all members of the board to attend all scheduled board meetings, if they are unable to attend a meeting they must notify the Executive Director in advance, if possible.

6.0 Committees

6.1 Standing Committees

6.1.1 The board may establish the following Standing Committees:
- (a) Finance;
- (b) Personnel;
- (c) Policy and Planning; and
- (d) any other standing committee the board deems necessary.

6.1.2 The composition of the Standing Committees shall be determined by the board.

6.2 Policy task forces

6.2.1 The board may establish policy task forces.

6.2.2 Policy task forces are established by the board, as necessary, to examine an issue and report or recommend to the whole board.

6.2.3 These task forces regularly report on their activities to the board.

6.2.4 These task forces are always chaired by a director, are comprised of members of the board and appropriate advisors, and are mandated to examine and develop recommendations on board policy matters.

6.2.5 These task forces have a limited time horizon, a defined sunset clause in their mandate, and provide status reports as appropriate or requested.

6.3 Working committees

6.3.1 The board may establish working committees.

6.3.2 Working committees are established by the board, as required and usually in consultation with the Executive Director.

6.3.3 They are mandated to deal with operational or management matters, such as conferences, professional development, or fundraising.

6.3.4 The Chair of a working committee is appointed by the board and may be a board member, staff member or a volunteer.

6.3.5 The working committee can be comprised of staff, directors and non-directors.

6.3.6 Reports on the activities of working committees are provided to the board as appropriate or requested.

7.0 Duties of Officers

7.1 President:

7.1.1 The President shall, except where these bylaws provide otherwise, preside at all meetings of the society and the directors.

7.1.2 The President shall supervise the other officers in the execution of their duties.

7.2 Vice-President:

7.2.1 In the prolonged and/or critical absence of the President, the Vice-President shall assume the responsibilities of the President.

7.3 Secretary:

7.3.1 The Secretary shall:

(a) conduct the correspondence of the society;
(b) issue notices of meetings of the society and directors;
(c) keep minutes of all meetings of the society and directors;
(d) have custody of all records and documents of the society except those required to be kept by the Treasurer; and
(e) maintain the registrar of members.

7.3.2 In the absence of the Secretary from a meeting, the Chairperson shall appoint another person to act as secretary at the meeting.

7.4 Treasurer

7.4.1 The Treasurer shall:

(a) keep the financial records, including books of accounts; and
(b) render financial statements to the directors, members and others when required.

8.0 Board and Executive Director

8.1 The board is accountable for both the governance and the management of the society.

8.2 The board is responsible for determining all policies of the society.

8.3 The Executive Director is primarily responsible for implementing those policies and developing the operational procedures of the society.

8.4 The Executive Director is designated the Chief Executive Officer (CEO) of the society and is responsible to the board for the management and operations of the society.

8.5 The board defines and approves a Statement of Expectations for the Directors and a separate Statement of Expectations for the Executive Director.

9.0 Seal

9.1 The society shall not use a seal.

10.0 Borrowing

10.1 In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, borrow money and issue debt obligations to any person.

10.2 The borrowing powers of the society are restricted as follows: the directors shall not, on behalf of and in the name of the society, borrow more than $100,000 or issue debt obligations for more than $100,000 unless authorized by a special resolution of the members. The members may, by special resolution, further restrict the borrowing powers of the directors.

11.0 Professional Accountant

11.1 In accordance with the Act, the society, as a Category A society, shall appoint a professional accountant to review and sign financial statements to be presented at each annual general meeting.

11.2 The members shall appoint the professional accountant by a resolution at the annual general meeting and the professional accountant shall be engaged as required to perform his/her function.

11.3 No member, director and employee of the society shall act as the professional accountant for the society.

12.0 Dissolution

12.1 In the event of dissolution of the society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the

Act, be distributed by a special resolution to one or more incorporated Yukon societies with similar objectives to the society's objectives.

13.0 Changing Bylaws

13.1 The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.

13.2 An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.

13.3 The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall specify where members may obtain a copy of the proposed changes to the bylaws.

14.0 Other

14.1 On being admitted to membership, each member is entitled to and the society shall give to the member, without charge, a copy of the constitution and bylaws of the society.

14.2 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; and
- (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

14.3 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.

Appendix A

Resolution: Authorization of Legal Signatories

Background:

Traditionally, only one staff member, typically the Executive Director, served as the sole legal staff signatory, with the Program Manager stepping in during the Executive Director's extended absence. This practice was due to the authorization of only one staff member and one board member, or alternatively, two board members, to sign cheques and other financial documents.

Proposed Resolution:

The board acknowledges the need for both the Executive Director and the Program Manager to serve as legal signatories concurrently, for enhanced operational efficiency. To facilitate this, the board proposes the following resolution:

Be it resolved that:

Both the Executive Director and the Program Manager are authorized legal signatories. However, to ensure financial prudence and accountability, only one of either the Executive Director or the Program Manager, accompanied by one board member, or alternatively, two board members, shall be permitted to sign individual cheques and other financial and legal documents.

This resolution aims to streamline processes while maintaining robust oversight and financial control.

Approved by the board of directors via email – unanimous consent. May 29, 2024