



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

Constitution

1. The name of the organization is: ***Centre for Human-Wildlife Conflict Solutions***, hereinafter referred to as the “**Society**”.
2. The operation of the Society is carried out in the Yukon. The main office is in Whitehorse.
3. The Purpose of the Society is to carry out, research, education outreach and other activities with a view to mitigating human-wildlife conflicts.

BYLAWS

PART 1

Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - a. “Directors” means the director of the society for the time being;
 - 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

Membership

2. The members of the society are those individuals or corporations who
 - a. are the applicants for incorporation of the society; and
 - b. those persons who subsequently become members.
3. An individual or corporation who supports the objectives of the Society may apply to the directors for membership and on acceptance by the directors shall be a member. No person or corporation who satisfies the criteria for membership shall be denied membership.
4. Every member shall uphold the constitution and comply with these bylaws.
5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

Centre for Human-Wildlife Conflict Solutions
311-108 Elliot Street,
Whitehorse, Yukon
Y1A 6C4
info@wildwise.ca



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

6. An individual or corporation shall cease to be a member of the society
 - a. by delivering a resignation in writing to the secretary or secretary-treasurer of the society or by mailing or delivering it to the address of the Society;
 - b. on death or in the case of a corporation on dissolution;
 - c. on being expelled; or
 - d. non-payment of all fees due and payable by any member shall result in the immediate cancellation of that membership

7. The Board of Directors shall be empowered to reject any application for membership and to 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 Bylaws. Any rejection or expulsion under the terms of this bylaw shall be subject to the right of any member or applicant to have the matter reconsidered upon written request to the Board of Directors, by the Board of Directors. Upon Application for reconsideration a 75% vote by special resolution of the members and Board of Directors shall be conclusive and binding

8. All members are in good standing except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the society and the member is not in good standing so long as the debt remains unpaid.

PART 3

Meetings

9. General meetings of the society shall be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

10. The annual general meeting of the Society shall be held within 90 days of the end of the fiscal year (March 31st) at a time and location determined by the Board of Directors for the purpose of electing directors and conducting any business of the Society



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

11. A special meeting of the Society may be called by the Board of Directors or by any group of members numbering not less than 3 upon written notice to the Board of Directors.

12. Notice of every annual general meeting and every special meeting shall be served by mailing or email the said notice to each member not less than 21 days prior to the date of the proposed meeting.

13. 3 members of the Society present at any annual general meeting or special meeting shall constitute a quorum for the purposes of such a meeting (A quorum is, (i) where the number of registered members is 15 or less, 3 members; (ii) where the number of registered members is 16 or more, at least 20% of the registered members.

14. 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.

15. 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 10 weeks.

- a. 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.
- b. 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.
- c. Resolution from any meeting of the Board of Directors shall be decided by a “modified majority” of the Board members present.

16. 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.

PART 4

Directors and Officers

17. The Board of Directors shall implement the objective of the Society and manage the affairs of the Society. The authority of the Directors is subject to all

Centre for Human-Wildlife Conflict Solutions
311-108 Elliot Street,
Whitehorse, Yukon
Y1A 6C4
info@wildwise.ca



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

laws affecting the Society; bylaws and rules. Rules must not be inconsistent with bylaws. Rules are made from time to time by the Society in general meeting. No Rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

18. The Board of Directors may engage employees and shall fix the remuneration, terms of employment and duties of any such employee.

19. 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.

20. The officers of the society shall be the president, the vice-president and

- a. a secretary-treasurer; or
- b. a secretary and a treasurer

21. The board of Directors shall consist of at least 4, but no more than 10 general members of the Society over the age of 19.

22. The directors shall cease to hold office when their successors are elected at a general meeting of the society.

- a. separate elections shall be held for each office to be filled.
- b. an election shall be by ballot unless a nominee is acclaimed.
- c. if no successor is elected the person previously elected or appointed continues to hold office.

23. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

- a. a director so appointed ceases to hold office when a successor is elected at a general meeting of the society, but is eligible for re-election at the meeting.

24. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

25. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

26. No member of the Board of Directors shall be an employee of the Society.
27. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
28. 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 3 consecutive meetings of the Board of Directors.

PART 5

Proceedings of Directors

29. 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.
- a. the directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
 - b. the president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
 - c. director may at any time, and the secretary-treasurer or secretary on the request of a director, shall, convene a meeting of the directors.
30. The directors may delegate power 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.
31. A committee shall elect a chairperson of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
30. The members of a committee may meet and adjourn as they think proper.

Centre for Human-Wildlife Conflict Solutions
311-108 Elliot Street,
Whitehorse, Yukon
Y1A 6C4
info@wildwise.ca



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

31. For the first meeting of directors held after the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the newly elected or newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

32. 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, Secretary, Treasurer or Secretary/Treasurer.

33.

(1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairperson does not have a second or casting vote.

34. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

35. 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.

PART 6

Duties of Officers

38. The President shall:

- a. 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;
- b. submit an annual report of the Board of Directors to the annual general meeting of the Society; and,
- c. be responsible, in consultation with Board of Directors, for the general supervision and interactions with all staff employed by the society.

39. The vice president shall carry out the duties of the president during the president's absence and shall undertake any additional responsibilities and duties as assigned by the Board of Directors.

Centre for Human-Wildlife Conflict Solutions
311-108 Elliot Street,
Whitehorse, Yukon
Y1A 6C4
info@wildwise.ca



Constitution and Bylaws – Centre for Human-
Wildlife Conflict Solutions
Last reviewed: March 2014

40. 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:

- a. a complete set of minutes of all annual general meetings, special meeting and meetings of the Board of Directors of the Society;
- b. a current list of all paid up members of the Society;
- c. a copy of the constitution and bylaws of the Society.

41. The Treasurer shall:

- a. ensure that all records and financial accounts of the society are properly maintained.
- b. 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;
- c. submit an annual Treasurer's report to the annual general meeting;
- d. present the annual operating budget to the Board of Directors for approval;
- e. 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; and,
- f. be responsible for the production and publication of all financial records and documentation required by the Board of Directors.

42. When the society has a secretary-treasurer, that person shall carry out the duties in both section (40) and (41).

43. In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

PART 7

Seal

44. 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.

PART 8

Centre for Human-Wildlife Conflict Solutions
311-108 Elliot Street,
Whitehorse, Yukon
Y1A 6C4
info@wildwise.ca



Borrowing

44. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.

45. No debenture shall be issued unless authorized by a special resolution.

46. The members may by special resolution restrict the borrowing powers of the directors.

PART 9

Professional Accountant

47. 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.

48. At each annual general meeting the society shall appoint a professional accountant.

49. The directors shall appoint a professional accountant to serve until the first annual general meeting.

- a. the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.

50. A professional accountant may be removed by ordinary resolution.

51. No director and no employee of the society shall act as a professional accountant.

PART 10

Dissolution

55. In the event of dissolution all outstanding debts of the Society will be paid in full. Any remaining funds will be disbursed, under the guidance of the Board of Directors, to any other organization whose objectives are similar to that of the Society.

PART 11



Changing Bylaws

- 56.** The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
- a. An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
 - b. The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
 - i) state the identifying numbers of the articles to be deleted, if any; and,
 - ii) the entire texts of the articles to be substituted or added.
 - c. An extraordinary resolution of the Society must be passed by a 75% majority vote of the members present at the meeting.

PART 12

Other

- 57.** 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.
- 58.** 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.
- 59.** 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.
-