

BYTE – Empowering Youth Society BYLAWS

PART 1

Interpretation

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.The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

PART 2

Membership

2. Any person or corporation who supports the objectives of the Society may apply for membership in the Society.
3. There shall be two classes of members in the Society:
 - (a) general members
 - (b) supporting members
4. Membership fees payable by each member shall be determined from time to time by the Board of Directors.
6. 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.
7. Non-payment of all fees due and payable by any member shall result in the immediate cancellation of that membership.
8. Membership in the Society shall be issued to each individual applicant and shall not be transferable.
9. Any member of the Society may resign from the Society by giving written notice to the Board of Directors.

10. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
(3) The person or corporation who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
11. General membership in the Society shall be open to any person or persons whose application for membership has been accepted. An individual membership which entitles any such member in attendance at a general or special meeting of the Society to one vote;
12. General membership in the Society shall not be available to any corporation or company.
13. 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.
14. Supporting memberships shall not include voting privileges.
15. Membership application forms shall be available upon request at all offices of the Society in the Yukon.

PART 3

Meetings of Members

16. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.
17. Every general meeting other than an annual general meeting is a special general meeting.
18. The directors may, when they think fit, 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 20% of the members eligible to vote at the meeting.
19. Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.

(2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4

Proceedings at General Meetings

20. (1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(2) Special business is

(a) at a special general meeting, all business other than the adoption of rules of order; and

(b) at an annual general meeting, all business other than:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the professional accountant, if any;

(v) the election of directors;

(vi) the appointment of the professional accountant, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

21. (1) Where a quorum is not present at a general meeting, no business other than the election of a facilitator and the adjournment or termination of the meeting shall be conducted.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) 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

22. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of

members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

23. Either of the co-chairs, or, in the absence of both, one of the other directors present shall preside as facilitator of a general meeting.
24. If at a general meeting
 - (a) there is no co-chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the co-chairs and all the other directors present are unwilling to act as facilitator, the members present shall choose one of their number to facilitate the meeting.
25. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as required by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
26. (1) The meeting facilitator may move or propose a resolution and may second a motion or resolution proposed by another person.
 - (2) In case of an equality of votes the co-chairs shall not have a casting or second vote in addition to the vote to which the co-chairs may be entitled as a member and the proposed resolution shall not pass.
27. (1) A member in good standing present, whether in person or via audio-link (e.g. telephone) or video conference, at a meeting of members is entitled to one vote.
 - (2) Voting, except for the election of officers or directors, is by a show of hands. Those attending by audio-link may vote verbally.
 - (3) Voting by proxy is not permitted.

PART 5

Directors and Officers

28. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these

bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.

(2) The authority of the directors under subsection (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 general meeting.

(3) 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.

29. (1) The officers of the society shall be two co-chairs and
- (a) a secretary-treasurer; or
 - (b) a secretary and a treasurer
- (2) The number of directors shall be equal to no less than the number of officers, but no greater than ten.
30. (1) The directors shall cease to hold office when their successors are elected at a general meeting of the society.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election shall be by ballot unless a nominee is acclaimed.
- (4) If no successor is elected the person previously elected or appointed continues to hold office
31. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) 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.
32. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
33. 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.
34. 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.

PART 6

Proceedings of Directors

35.
 - (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.
 - (2) 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.
 - (3) One of the co-chairs shall be the facilitator of all meetings of the directors, but if at a meeting no co-chair is present, the directors present may choose one of their number to be facilitator at that meeting.
 - (4) A director may at any time, and the secretary- treasurer or secretary on the request of a director, shall, convene a meeting of the directors.
36. 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.
37. A committee shall elect a facilitator of its meetings; but if no facilitator is elected, or if at a meeting the facilitator is not present, the directors present who are members of the committee shall choose one of their number to be facilitator of the meeting.
38. The members of a committee may meet and adjourn as they think proper.
39. 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.
40. A director may by letter, email or other telecommunication send or deliver to either the physical or email address of the society a written waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
 - (a) no notice of meeting of directors need be sent to that director and;
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
41.
 - (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 facilitator does not have a second or casting vote.

42. No resolution proposed at a meeting of directors or committee of directors need be seconded and the facilitator of a meeting may move or propose a resolution.
43. A resolution in writing or via email, 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 7

Duties of Officers

44. (1) The co-chairs shall, except where these by-laws provide otherwise, preside at all meetings of the society and of the directors.
(2) The co-chairs are the chief executive officers of the society and shall supervise the other officers in the execution of their duties.
(3) Where neither co-chair is available and quorum exists, the directors present will elect another board member to carry out the duties of the chair for the duration of the meeting.
45. (1) Where the society has a secretary, 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;
 - (e) have custody of the seal of the society; and
 - (f) maintain the register of members.(2) Where the society has a treasurer, the treasurer:
 - (a) keep the financial records, including books of accounts; and
 - (b) render financial statements to the directors, members and others when required.(3) When the society has a secretary-treasurer, that person shall carry out the duties in both subsection (1) and (2).
46. 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 8

Seal

47. While the society does not currently have a seal, the directors may adopt a seal for the society and at any point thereafter substitute a new seal.

48. The seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the co-chairs and
- (a) secretary-treasurer; or
 - (b) secretary

PART 9

Borrowing

49. 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.
50. No debenture shall be issued unless authorized by a special resolution.
51. The members may by special resolution restrict the borrowing powers of the directors.

PART 10

Professional Accountant

52. 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.
53. At each annual general meeting the society shall appoint a professional accountant.
54. (1) the directors shall appoint a professional accountant to serve until the first annual general meeting.
(2) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
55. A professional accountant may be removed by ordinary resolution.
56. No director and no employee of the society shall act as a professional accountant.

PART 11

Notices to Members

57. A notice may be given to a member, by personal delivery, by email or by mail to the member's registered address.
58. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.
59. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given or sent; and
 - (b) the professional accountant, if Part 10 applies.

PART 12

Dissolution

60. Upon dissolution and after the payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in section 149.1 (1) of the Federal Income Tax Act. R.S.C. 1985, c. 1 (5th Supp.)

PART 13

Changing Bylaws

61. (1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
 - (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
 - (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
 - (a) state the identifying numbers of the articles to be deleted, if any; and
 - (b) the entire texts of the articles to be substituted or added.

PART 14

Other

62. 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.
63. 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.

64. 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.