

Constitution and Bylaws

Adopted by special resolution of the Society at the AGM, September 11, 2007

As amended by special resolution of the Society at the AGM, September 3, 2013

RAVEN RECYCLING SOCIETY

CONSTITUTION

1. The name of the society is RAVEN RECYCLING SOCIETY (the “Society”).
2. The purpose of the Society is to promote sustainable Yukon communities and healthy eco-systems through responsible consumption and waste management by citizens, the public sector and the private sector.
3. The operations of the Society are to be chiefly carried on throughout the Yukon with the head office in Whitehorse.

BY-LAWS

Definitions

In these by-laws,

“board” means the Board of Directors of the Society elected under Article 6.0;

“director” means a director elected to the board under Article 6.0;

“employee” means an employee of the Society;

“executive council” means the council established under Article 8.4;

“member” means a member of the Society;

“president” means the president of the Board elected under Article 8.0;

“Society” means the Raven Recycling Society.

Article 1.0: Membership

1.1 An individual or organization that supports the purpose of the Society may become a member under article 1.2.

1.2 A member is an individual or organization who

- (a) signs the membership roster at an annual general meeting; or

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(b) requests the Society to add their name to the membership roster at any other time.

1.3 The board may grant a lifetime membership to an individual or organization.

1.4 The board may determine the membership fee payable from time to time.

1.5 A membership is not transferable.

1.6 A member may resign by giving written notice to the board.

1.7(a) The board may reject any application for membership and may expel an existing member if, in the opinion of the board, the person engages either directly or indirectly in any activities which are detrimental or inconsistent with the purpose of the Society or these by-laws.

(b) Upon written request of the individual or organization whose application for membership was rejected or who was expelled, the board shall reconsider the matter. A two-thirds vote of the board on the re-consideration shall be conclusive and binding.

1.8 An employee may not become a member. If a member becomes an employee, their membership is automatically forfeited.

Article 2.0: General Meetings of the Society

2.1 An annual general meeting to elect the board and conduct business of the Society shall be held

(a) within 6 months of the fiscal year end at a time, date and place determined by the board; and

(b) at least once in every calendar year and not more than 15 months after the last annual general meeting.

2.2 A special general meeting may be called by

(a) the board; or

(b) by any group of members numbering not less than 10 % of the membership upon written notice to the board.

2.3 The Society shall cause notice of the time, date and place of every general meeting to be published in a newspaper of general circulation in Whitehorse not less than 21 days prior to the date of the proposed meeting.

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2.4 12 members present at a general meeting shall constitute a quorum for the purposes of the meeting.

2.5 A member in attendance at a general meeting is entitled to one vote on each matter to be voted upon.

2.6 If there is no quorum at a general meeting, no business other than the appointment of a chair of the meeting (unless the president is at the meeting and can act as chair in accordance with 2.9) and the adjournment or termination of the meeting may be conducted. If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum or until the meeting is adjourned or terminated.

2.7 If, within 30 minutes from the time appointed for a general meeting, there is no quorum, the meeting, if convened on the requisition of the 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, date and place and if, at the adjourned meeting, there is no quorum within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

2.8 Ordinary resolutions at a general meeting shall be passed by not less than a majority of members present.

2.9 The president shall act as chair of a general meeting and shall not vote on any resolution unless there is a tie. If there is a tie, the president's vote shall decide the matter.

2.10 An employee may attend general meetings.

Article 3.0: Meetings of the Board

3.1 A meeting of the board shall be called by the president or a director not less than once every two months. All meetings shall be open to the members and designated employee representatives except when the board decides to conduct business "in camera".

3.2 Each director shall be notified of the time, date and place of the meeting not less than 24 hours prior to the proposed meeting.

3.3 Greater than 50% of the directors shall constitute a quorum for the meeting.

3.4 If there is not a quorum at a meeting, no business other than the adjournment or termination of the meeting may be conducted. If at any time during a meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum or until the meeting is adjourned or terminated. Any business in progress that is suspended shall be deferred to the next meeting of the board.

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3.5 Unless otherwise specified in these by-laws, a resolution before the board shall be determined by a majority vote of the directors present.

Article 4.0: Meetings of the Executive Council

4.1 An emergency meeting of the executive council may be held at any time.

4.2 Quorum for an emergency meeting of the executive council shall be two members of the council.

4.3 A resolution before the executive council in an emergency meeting shall be determined by a majority vote of the participating executive officers.

4.4 An emergency meeting of the executive council may be conducted by telephone.

Article 5.0: Conduct of all Meetings

5.1 Unless otherwise decided by the board, all meetings shall be governed by the latest edition of Robert's Rules of Orders.

Article 6.0: Board of Directors

6.1 The board shall consist of no less than 4 and no more than 10 members of the Society who are elected to be directors under this Article.

6.1.1 In addition to the directors referred to in 6.1, up to 2 associate directors may be elected as non-voting members of the board.

(Added by special resolution of the Society at the AGM, September 3, 2013)

6.2 The directors and associate directors shall be elected by the members at an annual general meeting.

6.3 The immediate past president, if applicable, shall be an ex-officio director.

6.4 The term of office of a director is one year.

6.5 At least 90 days prior to the date for a proposed annual general meeting, the board shall appoint a nominating committee of the board which shall invite nominations for directors from the membership during the 90 day period.

6.6 Nominations for the board may be accepted from the floor at the annual general meeting and from the nominating committee.

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6.7 A director shall be deemed to have resigned if they cease to become a member or, if without notifying the president, fail to attend 3 consecutive meetings of the board.

6.8 The board may fill any vacancies on the board between annual general meetings by appointing a member and the member may continue in office until the next annual general meeting and shall have all the rights and responsibilities of other directors.

6.9 No director shall benefit financially in any way from their involvement with the board.

6.10 The board shall provide strategic leadership on behalf of the members through initiation of policy.

6.11 The board may enter into and fix the terms and conditions of any contracts considered necessary by the board in carrying out the purpose of the Society.

6.12 The Society may borrow, raise and secure re-payment of money pursuant to a resolution of the board passed by not less than 2/3 of the total number of directors.

Article 7.0: Special Committees

7.1 The board may nominate and appoint special committees [**of the board?**] as required from time to time by the board and special committees shall report regularly and be responsible to the board.

7.2 The powers and duties of a special committee shall be fixed by the board.

Article 8.0: Executive Officers

8.1 At each annual general meeting a president shall be elected by members present at the AGM from among the slate of directors elected.

8.2 At the first meeting of the board after an annual general meeting, a vice-president, secretary and treasurer shall be chosen to complete the executive council.

8.3 The term of office for an executive officer shall be one year and no executive officer shall serve more than 4 consecutive years in that office.

8.4 The executive officers and the immediate past president, if applicable, shall form the executive council.

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8.5 The executive council shall act for the board between meetings of the board as necessary or as requested by the board. Actions of the executive council may be subject to review by the board.

8.6 The president shall

- (a) co-ordinate activities of the board;
- (b) chair or appoint from the board a person to chair each meeting of the board and each general meeting of the Society;
- (c) submit an annual report of the board to the annual general meeting.

8.7 The vice-president shall act in place of and on behalf of the president in the president's absence and shall undertake any additional responsibilities and duties assigned by the board.

8.8 The secretary shall:

- (a) ensure that notice of the meetings of the Society and board are published or issued;
- (b) ensure that a complete set of minutes of all meetings of the Society and board is maintained;
- (c) have custody of the seal of the Society;
- (d) ensure a register of current members is maintained;
- (e) keep a copy of the constitution and by-laws of the Society; and
- (f) ensure that all other non-financial records of the Society are properly maintained.

8.9 The treasurer shall:

- (a) ensure that all financial accounts and records are properly maintained; and
- (b) submit an annual treasurer's report to the annual general meeting.

Article 9.0: Seal

9.1 The Society may have a common seal, designated as such by the board, and may affix the seal in the presence of at least one member of the executive council to any document or other instrument.

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Article 10.0: Records

10.1 Books and financial records of the Society may be inspected by members by arrangement during office hours at the place where such books and records are normally kept.

Article 11.0: Professional Accountant or Auditor

11.1 At each annual general meeting the Society shall appoint a professional accountant or auditor.

11.2 The board may appoint a professional accountant or auditor to fill a vacancy in that office between annual general meetings.

11.3 A professional accountant or auditor may be removed by ordinary resolution.

11.4 No director or employee may act as the Society's professional accountant or auditor.

Article 12.0: Disputes

12.1 Any dispute concerning the interpretation or application of the by-laws and any dispute concerning the rights of a member or the powers of a director or executive officer may be submitted to and decided by arbitration under the *Arbitration Act* (Yukon).

Article 13.0: Amendments

13.1 The by-laws shall not be amended except by way of a special resolution of the Society.

13.2 The Society shall cause notice of any special resolution to amend the by-laws of the Society to be published in a newspaper of general circulation in Whitehorse not less than 21 days prior to the date of the meeting at which the proposed amendment is to be considered.

13.3 The by-laws may be amended by special resolution passed by not less than 75% of the members present at the meeting.

Article 14.0: Dissolution or winding up

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14.1 In the event of a dissolution or winding up of the Society, all outstanding debts of the Society shall be paid in full.

14.2 Any remaining funds shall be disbursed under the guidance of the board to any other non-profit organization whose purpose is similar to the Society.

Article 15.0: Application of *Societies Act* (Yukon) and Societies Regulations

15.1 For greater certainty, the provisions of the *Societies Act* (Yukon) and the Societies Regulations apply to the Society.

15.2 For greater certainty, where there is a conflict between the by-laws prescribed by the Societies Regulations and these by-laws, these by-laws apply to the extent of the conflict.