



## **BYLAWS**

# **Yukon Wild Sheep Foundation**

**As adopted by the Board of Directors**

**31 March 2015**

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## **Part I**

### **Name**

1. The name of this nonprofit society is the “Yukon Wild Sheep Foundation” (referred to herein as “the chapter” or as “the society”), with the acronym ‘YWSF.’
2. The Yukon Wild Sheep Foundation (hereinafter referred to as “the chapter” or as “the society”) is a nonprofit society established under the laws of the Yukon Territory. It is a chapter of, the Wild Sheep Foundation (hereinafter referred to as “the Foundation”), which is a nonprofit corporation established under the Wyoming Nonprofit Corporation Act.

## **Part II**

### **Interpretation**

1. In these bylaws, unless the context otherwise requires,
  - (a) “Director” means the director of the society for the time being;
  - (b) “Foundation” means the Wild Sheep Foundation (WSF);
  - (c) “registered address” of a member means the address as recorded in the register of members.
  - (d) “Society” means Yukon Wild Sheep Foundation;
  - (e) “Societies Act” means the Societies Act of the Yukon from time to time in force and all amendments;
  - (f) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;
2. The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

## Part III

### **Purposes, Objectives and Mission Statement**

#### 1. Purposes and Objectives

- (a) To promote and enhance the population of wild sheep in the Yukon Territory through various conservation efforts including, but not limited to, the identification and mitigation of negative impacts to critical and / or sensitive wild sheep habitat.
- (b) To inform and educate the public concerning wild sheep, their habitat, health, population densities and general welfare.
- (c) To promote the professional and sound management of wild sheep by Yukon territorial government department(s) in order to augment the number and size of game herds (including the use of regulated hunting as a legitimate tool of conservation and game management) to achieve optimum populations of wild sheep wherever possible, and to safeguard against the decline or extinction of wild sheep.
- (d) To promote, protect, defend, and preserve the recreational hunting of wild sheep through education regarding the conservation benefits of lawful hunting, and to vigorously respond in a positive manner to those anti-hunting individuals and groups who strive, either legally or unlawfully, to prohibit this legitimate recreation, recognizing that a properly managed hunt is a viable, effective, and practical tool of wise and efficient wildlife management.
- (e) To encourage all hunters to be responsible conservationists while hunting under conditions of fair chase and good sportsmanship.
- (f) To raise and provide funding to achieve these purposes and objectives.

#### 2. Mission Statement (as Adopted from Wild Sheep Foundation)

- (a) Vision (Our Desired Future State) - To be the best managed, most respected and most influential conservation organization in the world, for the benefit of all Stakeholders and Wild Sheep worldwide.
- (b) Purpose (Why We Exist) - To Put and Keep Sheep on the Mountain™
- (c) Mission (What We Do) - We are dedicated to enhancing wild sheep populations, promoting professional wildlife management, and educating the public and youth on sustainable use and the conservation benefits of hunting while promoting the interests of the hunter and all Stakeholders.
- (d) Values (The Principles That Guide Us)  
Honesty, Teamwork, Accountability, Integrity, Positive Attitude, Stewardship, Respect for Others, Respect for Wildlife, Loyalty and Hunting Ethics

## **Part IV**

### **Membership**

1. The members of the society are those individuals or corporations who are the applicants of the society; and subsequently become members.
2. Membership in the society shall be open to all persons or organizations that subscribe to the purposes and objectives of the Foundation as stated in Part III. An appropriate card shall be issued to each member as evidence of membership.
3. Membership shall be held by those who support the mission and objectives of the corporation. Membership categories shall be:
  - (a) Individual Member
  - (b) Family (includes immediate family members 18 and younger)
  - (c) Life Member
  - (d) Corporate Member
4. Every member shall uphold the constitution and comply with these bylaws.
5. Dues are payable upon acceptance to membership and renewable annually to remain in good standing. Dues for members shall be set annually by the Board of Directors.
6. An individual or corporation shall cease to be a member of the society
  - (a) by delivering a resignation in writing to the 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 upon dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
7. A member may be expelled
  - (a) by a special resolution of the members passed at a general meeting; and,
  - (b) in the event of such occurrence, the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and

(c) 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.

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 V**

### **Rights and Privileges of Members**

#### **1. All members**

(a) who comply with the provisions of these Bylaws and such Resolutions as may from time to time be adopted by the Board of Directors shall have the privilege of full participation in all the activities of the society and / or WSF, and may qualify for such consideration, privileges, and awards as may be established by the society and / or WSF, keeping in mind that the primary purposes and objectives of the society and / or WSF are for the benefit of wild sheep and their habitat as stipulated in Part III of these Bylaws.

(b) of this society will be granted membership in the WSF and shall be entitled to a subscription to the principal official publication of the WSF (referred to herein as “the Magazine”), as a privilege of membership; however, Corporate and Family Memberships are only entitled to one subscription.

(c) in good standing shall have the privilege to attend and be heard at all official meetings of members.

(d) in good standing, as shown in the society’s membership records, shall be entitled to vote. Each such member may cast a single vote (except Family memberships, which shall be entitled to two (2) votes, provided the individuals involved have not voted otherwise in the election) for not more than one (1) person for each vacancy on the Board of Directors to be filled by the membership at any election of Directors, which vote shall be cast as provided in these Bylaws. In order for any member to be eligible to cast a vote, a properly completed, fully paid application for membership must have been received by the Secretary on or before the 30th day prior to the beginning date of the election.

2. It is the duty of each member to abide by and assist in every feasible manner in promoting the purposes, objectives and mission statement of the society and / or Foundation as set forth in Part III, as well as any other policy or position document(s) as adopted by the society and / or Foundation from time to time.

3. Holding of any office or membership on any committee shall be contingent upon membership in good standing in the society.

## **Part VI**

### **Meetings of Members**

1. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide. The annual general meeting of the members shall be held each year, with a notice stating the place, day, and hour of the meeting, and the purpose, or purposes for which the meeting is called, by email, and/or on the official website of the society. At the direction of the Board of Directors, each member of record entitled to vote at such meeting shall be notified.

2. Every general meeting other than an annual general meeting is a special general meeting.

3. 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.

4. 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.

(a) 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.

(b) Notice shall be made by email, and/or on the official website of the society. At the direction of the President or the Board of Directors, each member of record entitled to vote at such meeting shall be notified.

(c) 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.

5. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **Part VII**

### **Proceedings at General Meetings**

1. Proceedings conducted at any regular general or special general meeting shall be conducted in accordance with "Robert's Rules of Order".
2. 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.

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 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.
3. At any regular or special meeting of members, ten (10) members of record shall constitute a quorum for the transaction of business. If at any time, the members of record in the society number less than nineteen (19), then the majority of the members of record shall constitute a quorum.
  4. Where a quorum is not present at a general meeting, no business other than the election of a Chairperson and the adjournment or termination of the meeting shall be conducted.
    - (a) 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.
  5. If within 15 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 15 minutes from the time appointed for the meeting, the members present constitute a quorum.

6. The President, and / or the Vice President, and / or the majority of the Board of Directors members must be present at any regular or special meeting. The President of the society, the Vice President, or, in the absence of both, one of the other Directors present shall preside as Chairperson of a general meeting.

7. In case of an equality of votes the Chairperson will cast the deciding vote.

8. A member in good standing present at a meeting of members is entitled to one vote.

9. Voting, except for the election of Officers or Directors, is by a show of hands.

10. Voting by proxy is not permitted.

11. The Chairperson shall ensure minutes are recorded by the Secretary / Treasurer, or delegate, at any meeting and such minutes shall be retained by the society. These minutes shall be provided for review, in a timely manner, upon written request by any member in good standing.

## **Part VIII**

### **Board of Directors**

1. Any member in good standing of high moral and ethical background who officially and publicly supports the mission and objectives of the Yukon Wild Sheep Foundation shall be eligible to serve on the Board of Directors.

2. The Board of Directors shall have the general management and control of the business and affairs of the corporation and may exercise all the powers possessed by the society.

3. The Board of Directors shall consist of not less than four (4) or more than eight (8), plus the three (3) officers.

4. A Director's term of office shall be two (2) years with the initial appointments being made to provide for continuity within the Board by securing an overlap of appointments by one (1) year.

(ie: Four Directors being appointed to one (1) year and 4 Directors being appointed to two (2) years.)

5. The Officers of the society shall be the President, the Vice-President and a Secretary-Treasurer and the Officers also hold a voting seat on the Board of Directors.
6. 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 at a general meeting the Executive may immediately appoint any member in good standing to the vacancy in an "Acting Director" capacity subject to the terms in Part VIII (7).
7. The Directors, by way of a majority vote, may from time to time appoint a member as a Director to fill a vacancy in the Board of 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.
8. 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.
9. 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 IX**

### **Proceedings of Directors**

1. An Officer or Director may at any time, request a meeting of the Directors. A meeting must be convened within 30 days of such request.
2. A Director shall be notified of a Directors meeting by way of letter, email or other telecommunication. The non-receipt of a notice by any of the Officers or Directors entitled to receive notice does not invalidate proceedings at that meeting.
3. 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 15 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.

4. Although preference will be made to engage in meetings of physical attendance whenever possible, if it is not convenient or possible to meet in person, Directors may participate in a meeting of the Board of Directors by telephone or electronic means or other similar technology such that all persons participating in said meeting can hear one another. Participation in a meeting in this manner shall constitute attendance at such meeting.

5. Directors may also conduct work and communicate about Board matters outside of Board of Directors meetings via email or similar technology. Directors shall endeavor to respond to Board matters communicated via electronic means in ordinary circumstances within ninety-six hours and in no instance, absent extraordinary circumstances, later than one week after the original communication.

6. The Board of Directors may vote electronically on matters of immediate importance. All directors must be included in the request for votes. The objection to an electronic vote by one director within forty-eight hours of the initial request is sufficient to postpone the matter for further discussion at a meeting of the Board. A motion fails if it has not been approved by the majority of the Board within ninety-six hours of being called to vote. The vote of each Director voting will be distributed to all other Directors by email. The resolution voted upon, and outcome of the resolution, will be recorded by the Chapter Secretary-Treasurer in the minutes of the next Board meeting.

7. 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. A committee shall elect a Chairperson of its meetings; but if no Chairman is elected, or if at a meeting the Chairman is not present within 15 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.

(a) The members of a committee may meet and adjourn as they think proper.

8. Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(a) In case of an equality of votes the Chairperson will cast the deciding vote.

9. 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.

10. 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.

11. Any member appointed to the Board of Directors can be removed by a majority vote of the Board of Directors. Any member elected to the Board can be removed by a  $\frac{3}{4}$  vote of the Board of Directors.

(a) Any Director, who misses more than two (2) consecutive Board meetings, or more than four (4) meetings in total, may be removed from the Board by a majority vote of the Board of Directors.

## **Part X**

### **Officers**

1. Any member in good standing of high moral and ethical background who officially and publicly supports the mission and objectives of the Yukon Wild Sheep Foundation shall be eligible to serve as an Officer on the Executive Committee.

2. The Officers of the society shall be the President, the Vice-President and a Secretary-Treasurer, and the Officers also hold a seat on the Board of Directors.

3. The Officers 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.

4. An Officer's term of office shall be two (2) years with the initial appointments being made to provide for continuity within the Executive by securing an overlap of terms.

5. Any member elected to the Executive can be removed prior to the expiration of their term by a unanimous vote of the Board of Directors.

(a) Any member of the Executive, who misses more than two (2) consecutive board meetings, or more than four (4) meetings in total, may be removed from the Board by a majority vote of the Board of Directors.

(b) Any Officer removed from office, prior to the expiration of their elected term, must be replaced forthwith by another member of the society by way of a special resolution and subsequent election at a special general meeting.

6. Any Officer who resigns their position, prior to the expiration of their elected term, may be replaced by a member of the Board in an “Acting” capacity for the remainder of the elected term, by a majority vote of the Board of Directors.

## **Part XI**

### **Duties of Officers**

1. The President shall, except where these bylaws provide otherwise, preside at all meetings of the society and of the Directors. The President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
2. The Vice President shall carry out the duties of the President during the President's absence.
3. The Secretary-Treasurer 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;
  - (f) maintain the register of members;
  - (g) keep the financial records, including books of accounts; and
  - (h) render financial statements to the directors, members and others when required.
4. In the absence of the Secretary-Treasurer at any meeting, the Chairperson shall appoint another member in good standing to act as Secretary-Treasurer at the meeting.
5. The secretary-treasurer shall be responsible for submitting the annual report with the Yukon Registrar of Societies prior to the annual deadline to ensure the society remains in good standing.

## **Part XII**

### **Nominations of Officers and Directors**

1. The Nominating Committee shall consist of all sitting members of the society's Board of Directors and shall be chaired by the President or delegate.
2. The Nominating Committee shall be responsible for the nomination of the individuals who are to be placed on the ballot for election by the general membership and shall, to the best of their ability, review the background of any prospective candidate to determine that the candidate has a high moral and ethical background and believes the candidate will serve in good faith, in the best interests of the society and in accordance with the mission, objectives, bylaws and policies of the society. The decisions of the Nominating Committee, regarding potential candidates for office, are confidential and must not be disclosed outside of said committee.
3. It shall be the duty of the Chair of Nominating Committee to notify the Secretary-Treasurer of the nominations which will be presented to the regular membership at least seven (7) days prior to the general meeting. The Nominating Committee must forward, at a bare minimum, at least one (1) nomination for each position to be filled, plus one (1). If the Nominating Committee has not received at least (1) nomination for each position, plus one (1), within seven (7) days prior to the election at the general meeting, the committee must make every reasonable effort to solicit nominations of suitable candidates.

## **Part XIII**

### **Special Committees**

1. Special committees of the society shall be raised and positions appointed from time to time as decided by the Board of Directors.
2. Only members in good standing shall be eligible to serve on a special committee.
3. Special committee Chairs and committee members shall be appointed for a term of one year and may be reappointed.
4. Special committees shall be composed of a Chair and at least two members in good standing.
5. The Board of Directors, may assign responsibilities to various committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas of the Chapter and shall report to the Board of Directors on all activities of the committee.

## **Part XIV**

### **Amendments**

1. Any member in good standing may propose amendments to these bylaws.
2. The Board of Directors shall review all proposed amendments. It shall determine those amendments to be presented to the membership for consideration.
3. The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
4. An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
5. 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 XV**

### **Borrowing and Banking**

1. In order to carry out the purposes of the society, the Yukon Wild Sheep Foundation will open and maintain a chequing account at a Canadian chartered bank. All banking records, cheques and correspondence with the bank shall be maintained and retained by the Secretary-Treasurer.
2. Membership dues and any other monies received by the society shall be deposited into the society bank account.
3. Any regular withdrawal of funds from the society bank account shall carry the signature of the Secretary-Treasurer *and* either the President, or Vice-President. In an unusual circumstance where the Secretary-Treasurer is not available, and society funds must be accessed without delay, the signature of the other remaining Officer will be accepted.
4. Funds shall only be used to carry out the purposes of the society and must be in accordance with the society bylaws and always consistent with the laws of the Yukon Territory.

5. An account of all expenditures and receipts shall be made in the annual financial report prepared by the Secretary-Treasurer.
6. 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.
7. No debenture shall be issued unless authorized by a special resolution.
8. The members may by special resolution restrict the borrowing powers of the directors.

## **Part XVI**

### **Seal**

1. The Directors may adopt a Seal for the society and substitute a new Seal.
2. 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 President and Secretary-Treasurer.

## **Part XVII**

### **Notices to Members**

1. A notice may be given to a member, by personal delivery, email or by mail to the member's registered address.
2. 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.
3. A notice sent by mail shall be deemed to have been given upon receipt of a "delivered" email notification on the Secretary / Treasurer's email device.
4. Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given or sent. No other person is entitled to receive a notice of general meeting.

## **Part XVIII**

### **Dissolution**

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 regulations, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.

## **Part XIX**

### **Professional Accountant**

1. 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.
2. At each annual general meeting the society shall appoint a professional accountant.
3. The directors;
  - (a) shall appoint a professional accountant to serve until the first annual general meeting.
  - (b) may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
4. A professional accountant may be removed by ordinary resolution.
5. No director and no employee of the society shall act as a professional accountant.

## **Part XX**

### **Other**

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.
2. Any member may examine the records of the society
  - (a) during the thirty (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 Secretary-Treasurer seven (7) days notice; or

(c) at any time or place agreed upon by the Secretary-Treasurer, such agreement not to be unreasonably withheld.

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.

As adopted by the Board of Directors:

A handwritten signature in black ink, appearing to be 'Clint Walker', with a stylized, cursive script.

Clint Walker  
President, Yukon Wild Sheep Foundation  
02 April 2015