

**ASSOCIATION OF  
YUKON SCHOOL COUNCILS, BOARDS AND COMMITTEES**

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**CONSTITUTION**

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1. The name of the society is the ASSOCIATION OF YUKON SCHOOL COUNCILS, BOARDS AND COMMITTEES (the “Association”).
2. The purpose of the Association is to assist and provide support to school councils and school boards in fulfilling their mission which is to enhance student learning through the cooperative efforts of parents, students, educators, government and other members of the community. The Association will support its members in fulfilling their mandate in accordance with the applicable requirements of the *Education Act*.

**ASSOCIATION OF  
YUKON SCHOOL COUNCILS, BOARDS AND COMMITTEES**

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**BYLAWS**

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**1. DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

In these bylaws:

- (a) “**Act**” means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.
- (b) “**Board**” means a school board established under the Yukon *Education Act*.
- (c) “**Association**” means the Association of Yukon School Councils, Boards and Committees.
- (d) “**Executive**” means the directors of the Association.
- (e) “**Bylaws**” means these bylaws.
- (f) “**Committee**” means a school committee established under the Yukon *Education Act*.
- (g) “**Constitution**” means the constitution of the Association.
- (h) “**Council**” means a school council established under the Yukon *Education Act*.
- (i) “**Director**” means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Association.
- (j) “**General Meeting**” means a general meeting of the members of the Association, which may be either an annual general meeting or another general meeting of the members.
- (k) “**Officer**” means an individual who has been appointed, in accordance with the Act, as an officer of the Association.

- (l) **“Ordinary Resolution”** means a resolution passed by a simple majority of votes cast by the voting members on that resolution.
- (m) **“Rural Member”** means a Board, Committee or Council located outside the City of Whitehorse or the periphery of Whitehorse.
- (n) **“Special Resolution”** means a resolution passed by at least 2/3 of the votes cast by the voting members on that resolution.
- (o) **“Whitehorse Member”** means a Board, Committee or Council located within the City of Whitehorse or the periphery of Whitehorse.

## **1.2 Definitions in Act**

The definitions in the Act apply to these Bylaws.

## **1.3 Conflict with Act**

If there is a conflict between these Bylaws and the Act, the Act shall prevail.

## **1.4 Act Applies**

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

# **2. OBJECTIVES AND GUIDING PRINCIPLES**

## **2.1 Objectives**

The Association’s objectives are to:

- (a) Undertake and/or coordinate project initiatives identified as being of a common priority by its membership and disseminate any resulting information.
- (b) Ensure access to training programs on behalf of its members.
- (c) Ensure effective communication between the Association, its members and external contacts.
- (d) Provide expert advice to its members.

## **2.2 Guiding Principles**

The Association’s policies, practices and decision-making are guided by the following principles:

- (a) Education must focus on what is best for student learning.

- (b) The Yukon education system belongs to and is accountable to all members of the community. Parents and community members have a right to know how well their school is doing and what actions will be taken to improve student performance, to contribute to the school's development and improvement, and to be consulted about and receive feedback on the decisions that affect their children and their school.
- (c) Parents are valuable resources. Parents know their children best. They are their children's first and most important teachers. They are also excellent sources of information about the local community, its resources, priorities, and needs.
- (d) Education in the Yukon is the joint responsibility of governments, educators, school councils, school Executives, parents, students and communities. This relationship is essential given the need for consistent territory-wide standards and the diversity of Yukon's communities.
- (e) First Nation, Catholic and Francophone Yukon people have additional constitutional and statutory rights that must be honoured.

### **3. MEMBERS**

#### **3.1 Application for Membership**

Any Board, Committee or Council may apply to the Executive for membership in the Association.

The Executive will not deny membership to any Board, Committee or Council unless it determines that the membership of the Board, Committee or Council will not further the purposes of the Association as set out in its Constitution.

The Board, Committee or Council becomes a member of the Association on the Executive's acceptance of the application and receipt of payment of membership dues, if any.

#### **3.2 Member Representatives**

Each member will authorize an individual to be the member's representative and the member's representative is entitled to exercise the same powers on behalf of the member as that member could exercise if that member were an individual.

#### **3.3 Duties of Members**

Every member must uphold the Constitution and must comply with these Bylaws.

### **3.4 Classes of Membership**

There is only one class of members in the Association. Every member is a voting member.

### **3.5 Membership Dues**

The Executive will determine the amount of membership dues, if any, and the due date for payment. Payment of membership dues, if any, shall be a condition of membership.

There will be no proration of membership fees in respect of membership for part of the year.

### **3.6 Good Standing**

All members are in good standing except a member who has failed to pay membership dues or any other subscription or debt due to the Association.

### **3.7 Rights of Members**

Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to one vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.

### **3.8 Termination of Membership**

Membership in the Association is terminated:

- (a) If the member is dissolved;
- (b) If the member withdraws their membership by delivering notice of withdrawal in writing to the Executive;
- (c) If the member is expelled;
- (d) If a member is not in good standing for six (6) consecutive months; or
- (e) In any of the other circumstances set out in the Act.

A member shall discharge any lawful liabilities upon the books of the Association prior to leaving the Association.

### **3.9 Expulsion of Members**

A member may be expelled by special resolution of the members for a violation of:

- (a) The Constitution;
- (b) The Bylaws;
- (c) The Association's conflict of interest policy; or

- (d) The Association's code of conduct policy or declaration.

Before a member is expelled, the Association will send to the member written notice of the proposed expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Association respecting the proposed expulsion.

## **4. GENERAL MEETINGS OF THE MEMBERS**

### **4.1 General Meetings**

A General Meeting of the members may be an annual general meeting (an AGM) or another general meeting"

- (a) An AGM must be held in accordance with the Act at the time and place the Executive determines, not later than four months after the end of the Association's fiscal year.
- (b) Other General Meetings may be called by the Executive at any time, or requisitioned by the Members in accordance with the Act.

Councils, Boards and Committees that are not members may be invited to observe an AGM or other General Meeting and may address matters under discussion, but will not have a vote.

### **4.2 Ordinary Business**

At an AGM or other General Meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Association presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

### **4.3 Notice of General Meeting**

Written notice of the date, time and location of an AGM or other General Meeting must:

- (a) Be given in accordance with the Act;
- (b) Be sent to the Members not more than 60 days before the meeting and:

- (i) at least 7 days before the meeting if the notice does not include notice of a special resolution to be passed at the meeting; and
- (ii) at least 21 days before the meeting if the notice includes notice of a special resolution to be considered at the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

Notice may be sent to a member by personal delivery, regular mail, fax or email. A notice sent by mail will be deemed to have been delivered on the fifth (5<sup>th</sup>) day following that on which the notice is mailed.

#### **4.4 Members' Proposals**

Members may send the Association notice of a matter that the members propose for consideration at an AGM. The proposal must contain the names of, and be signed by, not fewer than 2 members or 1% of members, whichever is greater.

If the proposal is received at least seven (7) days before notice of the AGM is sent, the proposal will be included with the notice of the AGM in accordance with the Act.

#### **4.5 Chair of General Meetings**

The following individual shall preside as chair of an AGM or other General Meeting:

- (a) The individual, if any, appointed by the Executive to preside as the chair;
- (b) If the Executive has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair:
  - (i) The president, if any;
  - (ii) The vice-president, if any, if the president is unable to preside as the chair; or
  - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

If the chair is a representative of a member, they may move or second a motion and may vote on motions.

#### **4.6 Quorum for General Meetings**

A quorum for the transaction of business at an AGM or other General Meeting is the greater of three members or 25% of the members in good standing.

#### **4.7 Quorum Required**

Business, other than the election of the chair of the AGM or other General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during an AGM or other General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.8 Lack of Quorum at General Meetings**

If, within 30 minutes from the time set for holding an AGM or other General Meeting, a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

#### **4.9 Adjournments of General Meetings**

The chair of an AGM or other General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned AGM or other General Meeting or of the business to be transacted at a continuation of an adjourned AGM or other General Meeting except that, when an AGM or other General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

#### **4.10 Order of Business at a General Meeting**

The order of business at an AGM or other General Meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;



- (b) Determine that there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last AGM or other General Meeting;
- (e) Deal with unfinished business from the last AGM or other General Meeting;
- (f) If the meeting is an AGM:
  - (i) Receive the Directors' report on the financial statements of the Association for the previous financial year, and the accountant's report, if any, on those statements;
  - (ii) Receive any other reports of Directors' activities and decisions since the previous AGM;
  - (iii) Elect or appoint Directors; and
  - (iv) Appoint an accountant, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

#### **4.11 Virtual Attendance at General Meeting**

Members may participate in an AGM or other General Meeting by telephone or other communications medium. The Executive will 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.

#### **4.12 Methods of Voting by Members in attendance at General Meeting**

At an AGM or other General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot.

If one or more members vote at an AGM or other General Meeting while participating in the AGM or other General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

#### **4.13 Proxies**

Voting by proxy is not permitted.

#### **4.14 Vote at a General Meeting**

A matter to be decided at a n AGM or other General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

#### **4.15 Result of Vote**

The chair of an AGM or other 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.

### **5. Directors**

#### **5.1 Number of Directors**

The Executive will be composed of at least three and no more than seven Directors.

#### **5.2 Residency**

At least one of the Directors must be ordinarily resident in Yukon.

#### **5.3 Eligibility**

A Director is not required to be a representative of a member of the Association.

#### **5.4 Nomination of Directors**

Candidates for election to the Executive will be nominated by at least two (2) members.

#### **5.5 Election of Directors**

To ensure a representative Executive, Directors are elected through secret ballot by ordinary resolution of the members as follows:

- (a) Two Directors will be elected by all members from among those candidates nominated by Rural Members;
- (b) Two Directors will be elected by all members from among those candidates nominated by Whitehorse Members; and

- (c) Directors will be elected by all members to fill all vacancies remaining after the elections in (a) and (b) above, from among all candidates who were not elected pursuant to (a) and (b) above.

A candidate nominated in accordance with this section may be elected by acclamation if Term

### **5.6 Term of Directors**

A Director's term of office ends at the close of the AGM three years after the Director's election.

A Director may be elected to more than one term.

### **5.7 Resignation of Directors**

A Director who intends to resign must deliver their resignation to the Association in writing, and the resignation takes effect upon the later of (a) receipt of the written notice, and (b) on the date and time, or event, specified in the notice.

### **5.8 Removal of Directors**

A Director may be removed from office by a resolution of the members passed by special resolution.

### **5.9 Vacancies**

A quorum of the Directors may fill a vacancy on the Executive by appointment except for a vacancy arising from an increase in the minimum or maximum number of directors or a failure to elect the minimum number of Directors.

A Director appointed or elected to fill a vacancy holds office for the balance of the term of their predecessor.

### **5.10 Remuneration for being a Director**

The Association must not remunerate a Director for being a Director other than through the provision of honoraria in accordance with the Association's policies.

### **5.11 Remuneration of Directors for Other than Being a Director**

The Association may, subject to the Act, pay a Director remuneration for services provided by the Director to the Association in a capacity other than as a director; however, a majority of Directors must not receive remuneration from the Association under contracts for employment or services.

## **5.12 Reimbursement of Expenses**

The Association will reimburse a Director for reasonable expenses necessarily incurred by the Director for attendance at Association meetings or for conducting pre-approved Association business in accordance with the Association's policies.

## **6. EXECUTIVE MEETINGS**

### **6.1 Calling Executive Meetings**

The Executive may meet virtually, or at any location in the Yukon and in any manner as determined by the Executive

### **6.2 Virtual Attendance**

Any meeting of the Executive may be held by means of telephone or such other communication medium that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that medium shall be deemed to be present at the meeting.

### **6.3 Notice of Executive Meeting**

At least two days' notice of an Executive meeting must be given, unless all the Directors agree to a shorter notice period.

### **6.4 Regular Directors' Meetings**

The Executive will meet at least four times each calendar year.

The Executive may appoint a day or days in any month or months for regular meetings of the Executive at a place and hour to be named. A copy of any resolution of the Executive fixing the time and place of such regular meetings of the Executive shall be sent to each Director, but no notice shall be required for any such regular meeting.

### **6.5 Quorum of Executive Meetings**

A majority of the Directors in office constitutes a quorum at any Executive meeting.

### **6.6 Chair of Executive Meetings**

The following individual shall preside as chair of an Executive meeting;

- (a) The individual, if any, appointed by the Executive to preside as the chair;
- (b) If the Executive has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair:

- (i) The president, if any;
- (ii) The vice-president, if any, if the president is unable to preside as the chair; or
- (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president.

## **6.7 Voting**

Motions proposed at an Executive meeting need not be seconded.

The chair may make a motion and vote on a motion.

Directors will make all reasonable efforts to reach consensus on business arising at Executive meetings. Where consensus is not possible, a resolution will be decided by a simple majority of the Directors in attendance.

## **6.8 Attendance**

Any member in good standing may attend and observe an Executive meeting.

## **6.9 Consent Resolution without a Meeting**

The Executive may pass a resolution without a meeting if all Directors consent in writing to the resolution.

# **7. OFFICERS**

## **7.1 Election or appointment of Officers**

The Executive shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, a secretary/treasurer or a secretary and a treasurer, and such other officers the Executive deems necessary. A Director may hold more than one officer position.

## **7.2 Duties of Officers**

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Executive and is responsible for supervising the other Directors in the execution of their duties.
- (b) The vice-president is the vice-chair of the Executive and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (i) Issuing notices of an AGM or other General Meetings and Directors' meetings, and taking and distributing minutes of AGMS or other General Meetings and Directors' meetings;
- (ii) Keeping the records of the Association in accordance with the Act and conducting the correspondence of the Executive;
- (iii) Maintaining the membership register;
- (iv) Have custody of the seal of the Association, if any; and
- (v) Filing the annual report of the Association and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the Executive must appoint another individual to act as secretary at the meeting.

- (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - (i) Receiving and banking monies collected from the members or other sources;
  - (ii) Keeping accounting records in respect of the Association's financial transactions;
  - (iii) Ensure appropriate financial controls are in place and exercised in the handling of the financial affairs of the Association; and
  - (iv) Preparing the Association's financial statements; and making the Association's filings respecting taxes.

## **8. EXECUTIVE FUNCTIONS**

### **8.1 Exercise of Authority**

The Executive will represent the position of the Association on issues, which may be expressed by policy, resolution or as agreed to following consultation with members.

The Executive must manage, or supervise the management of, the activities and internal affairs of the Association. In exercising their authority, the Executive must adhere to:

- (a) The Act;
- (b) The Constitution;
- (c) The Bylaws;
- (d) The Association's conflict of interest policy;
- (e) The Association's code of conduct policy or declaration; and

- (f) Any other rule or policy adopted by the Association.

## **8.2 Staffing**

The Executive may establish staff positions for the Association to carry out the work of the Association:

- (a) The Executive may hire an executive director who will hold office at the pleasure of the Executive. The Executive Director may, under the direction of the President, perform such duties and exercise those powers that may from time to time be assigned or vested in them by the Executive through the President and, without limiting the foregoing, may administer the affairs of the Association, prepare annual estimates of income and expenditures, be accountable for general financial control and attend all meetings of the Executive and Association.
- (b) The Executive may hire additional support staff as deemed necessary.

The duties of staff positions will be approved by the Executive and be compliant with the Act, the Association's constitution and these Bylaws.

The salaries and benefits paid to staff will be approved by the Executive and will be subject to securing adequate funding.

The Executive Director and any other staff will adhere to:

- (a) The Act;
- (b) The Constitution;
- (c) The Bylaws;
- (d) The Association's conflict of interest policy;
- (e) The Association's code of conduct policy or declaration; and
- (f) Any other rule or policy adopted by the Association.

## **8.3 Committees**

The Executive may delegate power to committees as required to assist in carrying out the initiatives of the Association. Committees will be chaired by an Executive member.

Committees will meet and conduct business by whatever means they see fit, provided that they adhere to the terms of references by which they are constituted by the Executive and:

- (a) The Act;
- (b) The Constitution;

- (c) The Bylaws;
- (d) The Association's conflict of interest policy;
- (e) The Association's code of conduct policy or declaration; and
- (f) Any other rule or policy adopted by the Association.

Committees will report on their activities to the Executive.

Committee members will be reimbursed for all reasonable and necessary expenses incurred by them for attendance at Committee meetings or for conducting pre-approved Committee business.

## **9. SIGNING AUTHORITY**

A contract or other record to be signed by the Association must be signed on behalf of the Association by the President or by one or more individuals authorized by the Executive to sign the contract or record on behalf of the Association.

Any Director or Officer of the Association may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

## **10. BORROWING**

The Association may not borrow money or issue debt obligations unless empowered to do so by special resolution by the members.

## **11. ACCOUNTING**

The fiscal year end for the Association is March 31.

If the Association is a Class B society, the Association is not required to have an accountant.

If the Association is a Class A society, the Association is required to have an accountant. However, a Class A society may, by special resolution at an AGM, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's AGM. The Association may not waive the requirement to have an accountant for more than two consecutive fiscal years.

## **12. DISTRIBUTION OF PROPERTY**

The distribution of property before dissolution of the Association or on liquidation of the Association will only be made in accordance with the Act.



### **13. ALTERATION OR DISPUTE REGARDING BYLAWS**

The Association may alter these bylaws at an AGM or other General Meeting by special resolution. Any such alteration takes effect when the altered bylaws are filed with the registrar.

### **14. ADDRESS**

The head office of the Association will be located in the Yukon.