

Bylaws relating generally to the transaction of business and affairs of the Canadian Evaluation Society – Yukon Chapter

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DEPUTY REGISTRAR
OF SOCIETIES

Section 1

DEFINITION AND INTERPRETATION

1. "Chapter" refers to the Canadian Evaluation Society – Yukon Chapter
2. "General Meeting" means a properly constituted meeting of the Members that is the Annual General Meeting or any Special General Meeting of the Members.
3. "Member" refers to a member of the Chapter.
4. "Ordinary Resolution" means a Resolution passed by the majority of the votes cast on that resolution.
5. "Resolution" means a decision of the Board or Members passed by the required votes.
6. "Society" refers to the Canadian Evaluation Society.
7. "Special Resolution" means a Resolution that must be passed by a vote of not less than 75% of the Members voting at a General Meeting, of which not less than 21 days' notice of the resolution has been given.

Section 2

OBJECTIVES OF THE CHAPTER

8. In addition to supporting the objectives of the Society, the Chapter promotes evaluation theory and practice and serves its membership through:
 - 8.1. professional development for Members in the form of workshops, special publications, and other information and events for practitioners, students, and clients of evaluation;
 - 8.2. communication among evaluators, both as clients and suppliers, and those with a general interest in evaluation through conferences, newsletters, Member services, liaison with the media, government, private sector and not-for-profit groups; and
 - 8.3. articulation and promotion of best practice approaches to all aspects of the evaluation of programs, activities, operations, and tasks.

Section 3

CONDITIONS AND RIGHTS OF MEMBERSHIP

9. The membership of the Chapter shall be comprised of Members who are in good standing with the Society and have permanent residence in the Yukon Territory. The definition of membership in the Society is found in the bylaws of the Society.

10. If an individual, wishing to become a Member of the Chapter, is not a member of the Society, the individual shall prepare and submit a membership application to the Society for approval.
11. Upon acceptance by the Society, the applicant shall be a Member of the Chapter, provided the applicant resident in the Yukon Territory.
12. No person who satisfies the criteria for membership shall be denied membership.
13. Every Member shall uphold the constitution and comply with these bylaws.
14. It is the responsibility of Members to maintain a current e-mail address with the Chapter, to which all notices pertaining to the business of the Chapter may be sent.
15. Any Member of the Chapter who ceases, for whatever reason, to be a member in good standing of the Society, simultaneously ceases to be a Member of the Chapter and forfeits all rights thereto.
16. All Members of the Chapter shall have the right to attend all general meetings of the Chapter.
17. All Members of the Chapter shall be entitled to:
 - 17.1. attend all events, conferences, meetings, workshops, and seminars sponsored by the Chapter;
 - 17.2. receive copies of all communications that the Chapter may issue;
 - 17.3. nominate Members to the Board of Directors and to stand for election;
 - 17.4. vote in all elections for officers and directors of the Chapter; and
 - 17.5. vote on changes to the bylaws of the Chapter.
18. No proxy voting is allowed.
19. A Member is in good standing when:
 - 19.1. the Member has paid membership fees and/or other required fees to the Society and Chapter; and
 - 19.2. the Member is not suspended as provided for under articles 16 to 26.
20. A Member may be expelled by Special Resolution passed at a General Meeting.
21. The notice of Special Resolution for suspension or expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion.
22. The Member subject to suspension or expulsion will receive written notice of at least 21 days' notice of the intention of the Board of Directors to deal with whether the Member should be suspended or expelled at a General Meeting.

23. Notice will be sent to the email of the Member shown in the records of the Chapter. Notice may be hand-delivered by a member of the Board of Directors.
24. The Member 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.
25. The Board of Directors may allow another person to accompany the Member.
26. The Board of Directors will determine how the matter will be dealt with, and may limit the time given the Member to address the General Meeting.
27. The Board of Directors may exclude the Member from discussion of the matter at a Board Meeting, including the vote.
28. On passage of a Special Resolution suspending or expelling the Member, the name of the Member is removed from the Membership List. The Member is considered to have ceased being a Member on the date the name of the Member is removed from the Membership List.
29. Any Member may resign from the Chapter by sending or delivering a written notice to the President or Secretary of the Chapter.
30. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name of the Member is removed from the Register of Members.

Section 4

MEETINGS

31. The Board of Directors shall call an Annual General Meeting to be held in Yukon, at a place determined by the Board of Directors, which shall be held after the Society's fiscal year end and no later than the last day of its Anniversary Month.
32. Notice of an Annual General Meeting shall be given to each Member entitled to vote at an Annual General Meeting not less than 21 days and not more than 60 days before the Annual General Meeting.
33. The notice shall specify the place, day and hour of the Annual General Meeting, and, in the case of special business, the general nature of the business.
34. The Annual General Meeting shall:
 - 34.1. receive the report of the President for the previous year;
 - 34.2. hold elections for positions on the Board of Directors;
 - 34.3. appoint a Professional Accountant, if required;
 - 34.4. other business that ought to be transacted at an Annual General Meeting under these bylaws, and

- 34.5. business which is brought for consideration by the Board, which are issued with the notice convening the meeting.
35. At each Annual General Meeting, an annual financial statement shall be presented by Treasurer for inspection by the Members.
36. The annual financial statements will be signed by the auditor, or in lieu of an auditor, two Directors, who are not the Treasurer, and at least one other Member, appointed to review the annual financial statements and financial records of the Chapter.
37. The annual financial statements shall contain: the assets and liabilities of the Chapter in the form of a balance sheet, and the receipts and disbursements of the Chapter during the fiscal year just ended in the form of an income and expense statement.
38. Every general meeting other than an Annual General Meeting is a Special General Meeting.
39. A Special General Meeting may be called by a request in writing that is signed by at least 5 Members. The written request will explain the reasons for the Special General Meeting.
40. If the Board of Directors fail to convene the Annual General Meeting, any Member may call a Special General Meeting, in the same manner as the Board of Directors ought to have called the Annual General Meeting, to be held at such time following the anniversary month as the Registrar may approve.
41. The Members present at the Special General Meeting shall choose one Member to serve as chairperson of the meeting.
42. All Board Meetings and general meetings shall have an agenda and full written minutes. Once approved in a subsequent meeting, these minutes shall be available to any Member on request.
43. The quorum for the Annual General Meeting or any Special General Meeting shall be 20% of the Members of the Chapter, but no less than five Members.
44. 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.
45. The quorum for any meeting of the Board of Directors shall be at least half of the members of the Board. No Member may stand in for a member of the Board of Directors.
46. The accidental omission of notice regarding any meeting to any Member, or the non-receipt of notice of any meeting, shall not invalidate any resolution passed or any proceeding taken at any meeting.

47. Every question shall be decided by a show of hands, unless a recorded or secret ballot is requested by a simple majority present.
48. If a recorded or secret ballot vote is approved, the Chair of the meeting shall direct such a vote.
49. Questions to be decided by the Board of Directors may be decided by electronic vote, between Board meetings, at the discretion of the Board of Directors.

Section 5

BOARD OF DIRECTORS

50. The officers of the Chapter shall include:

- 50.1. President;
- 50.2. Vice-President;
- 50.3. Secretary;
- 50.4. Treasurer; and
- 50.5. National Council Representative;
- 50.6. Director(s)-at-Large.

51. The President shall:

- 51.1. attend all meetings of the Chapter and Board of Directors;
- 51.2. chair all meetings when present;
- 51.3. supervise the affairs of the Board of Directors
- 51.4. represent the Chapter in general;
- 51.5. provide a report to the Chapter at the Annual General Meeting; and
- 51.6. carry out other duties assigned by the Board of Directors.

52. The Vice-President shall:

- 52.1. attend all meetings of the Chapter and Board of Directors;
- 52.2. preside at meetings in the President's absence;
- 52.3. replace the President at various functions when asked to do so by the President or the Board of Directors; and
- 52.4. carry out other duties assigned by the Board of Directors.

53. The Secretary shall:

- 53.1. attend all meetings of the Chapter and Board of Directors;
- 53.2. maintain accurate and timely minutes of these meetings;
- 53.3. have charge of Board correspondence;
- 53.4. ensure that a record of names and addresses of all Members of the Chapter is kept;
- 53.5. ensure all notices of various meetings are sent; and
- 53.6. carry out other duties assigned by the Board of Directors.

54. The Treasurer shall:

- 54.1. attend all meetings of the Chapter and Board of Directors;
 - 54.2. ensure annual fees are collected and deposited;
 - 54.3. ensure all monies paid to the Chapter are deposited in a bank chosen by the Board of Directors;
 - 54.4. ensure detailed account of revenues and expenditures is presented to the Board of Directors regularly;
 - 54.5. prepare financial statements for presentation at the Annual General Meeting;
 - 54.6. coordinate any audit or financial review required from time to time; and
 - 54.7. carry out other duties assigned by the Board of Directors.
55. The National Council Representative shall:
- 55.1. attend all meetings of the Chapter and Board of Directors;
 - 55.2. communicate with the Society regularly;
 - 55.3. report back to the Board of Directors on discussions and decisions made by the Society;
 - 55.4. represent the Chapter on the Society's Board of Directors;
 - 55.5. provide a report to Members at the Annual General Meeting; and
 - 55.6. carry out other duties assigned by the Board of Directors.
56. The Director(s)-at-Large shall attend all meetings of the Chapter and Board of Directors and have such other duties as agreed by the Board of Directors.
57. The Board of Directors shall seek and respect diverse views and welcome new ideas and constructive dialogue, and strive for collaborative decision-making wherever possible.
58. The offices of President, Vice-President, and Treasurer must be held by three separate individuals.
59. The terms of the Board of Directors shall normally be for 3-years. For the initial election of the Board of Directors, the positions of Treasurer and Vice-President shall be for a one-year term.
60. Elections for Board positions shall normally alternate from year to year to ensure continuity among the Board of Directors so that nomination and elections are held on alternating years for the positions of:
- 60.1. President, Secretary, National Council Representative, and Director(s) at Large; or
 - 60.2. Vice-President, Treasurer, and Director(s) at Large
61. Members of the Board of Directors may stand for re-election to their present position for a maximum of 2 consecutive terms (for a total tenure of 9 consecutive years in a given position). Members of the Board of Directors may stand for re-election for additional subsequent consecutive terms if no other candidate(s) is(are) nominated for their position.

62. Any member of the Board of Directors may be removed by Special Resolution, provided notice of such intent is communicated to all Members with notice of at least 21 days.
63. No such member shall be removed without having received written notice of the proposed resolution for their removal and a brief statement of the reason(s) for the proposed removal at least 21 days before the vote is to be held. No such member shall be removed without having an opportunity to be heard at the general meeting considering their removal prior to the vote taking place.
64. A member of the Board of Directors may resign from office by giving notice of 1 month written notice to the President or Secretary. The resignation takes effect either at the end of the month's notice or on the date the Board of Directors accepts the resignation, whichever is earlier.
65. If there is a vacancy on the Board of Directors, the Board of Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term through a resolution of the Board of Directors.

Section 6

ELECTION OF OFFICERS

66. No less than thirty days prior to the Annual General Meeting, all Members shall be invited by the current President to nominate other Members or let their name stand for Chapter office(s). Nominations shall be in writing and contain a brief biography of the nominee and statement by nominees that they are willing to serve if elected.
67. In the event that there are insufficient nominations, the Board of Directors can nominate candidates for vacant positions with the consent of those nominated.
68. No less than 15 days prior to the Annual General Meeting, the Board of Directors shall email a statement of nominations, including the biographies of nominees, to all Members. Members will then be provided with a paper, email, or web-based ballot to vote for their preferred nominee.
69. Online voting will be available for Members residing outside of the community in which the Annual General Meeting or the Special General Meeting is being held.
70. In the event that no Members are elected to the office(s) of President, Treasurer, and/or National Council Representative, the outgoing Board of Directors shall appoint individuals to these offices with the consent of those appointed.

Section 7

ADMINISTRATION

71. The Chapter shall not enter into any loan arrangements without the approval of the membership through Special Resolution. The Board of Directors may approve such temporary debts as may be needed to carry out the functions of the Chapter, such as workshops, seminars, and other activities, as long as these activities and the total financial commitment is approved by the membership in a general meeting.
72. The banking of the Chapter shall be transacted with any bank, credit union, or trust company as may be designated by the Board of Directors.
73. The President and Treasurer will be entitled to authorize expenditures up to \$250 without prior approval of the Board of Directors, provided that notices of individual expenditures are given to the Board of Directors within thirty days of each.
74. The fiscal period of the Chapter shall commence on the 1st day of July in each year and shall terminate on the 30th day of June of the following year.
75. The President, Vice President, and Treasurer shall have signing authority for the Chapter.
76. All financial and legal documents shall be signed by at least 2 members of the Board of Directors.

Section 8

PROFESSIONAL ACCOUNTANT - AUDIT

77. Section 8 applies only where:
 - 77.1. the Societies Regulations require the Chapter to have a professional accountant, or
 - 77.2. the Chapter has resolved to appoint a professional accountant.
78. At each Annual General Meeting, the Chapter shall appoint a professional accountant where the Chapter is required by the *Societies Act*.
79. The Board of Directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
80. A professional accountant may be removed by Ordinary Resolution of the Board of Directors.
81. No member of the Board of Directors and no employee of the Chapter shall act as a professional accountant.

Section 9

PROTECTION OF THE BOARD OF DIRECTORS AND CONFLICT OF INTEREST

82. Officers and directors shall receive no remuneration for being or acting as members of the Board of Directors, but shall be reimbursed for all expenses necessary and reasonably incurred by members of the Board of Directors while engaged in the affairs of the Chapter. Expenses shall receive the prior approval of the Board of Directors.

83. No member of the Board of Directors shall be liable for the acts, receipts, neglects, or defaults of any other member or officer or employee, or for any loss, damage or expense happening to the Chapter through the insufficiency or deficiency of title to any property acquired by the Board of Directors on behalf of the Chapter, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any person, firm or corporation with whom any of the moneys, securities or effects of the Chapter shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Chapter, or for any loss, damage or misfortune whatever which may happen in the Board of Directors of the duties of his/her respective office or trust, or in relation thereto, unless the same shall happen by or through their own dishonestly or willful neglect.
84. The Board of Directors shall operate as per the Disclosure of Interest / Conflict of Interest Policy and any subsequent amendments thereto contained within the Society's Policy Manual. In this context, references to the Society within the policy shall be understood to refer to the Chapter.

Section 10

COMMITTEES

85. The Board of Directors may, from time to time, appoint standing committees and ad-hoc sub-committees of the Board of Directors. These committees shall normally also include Members of the Chapter who are not members of the Board of Directors.

Section 11

AMENDMENT OF BYLAWS

86. These Bylaws may be cancelled, modified, or added to, by a resolution at a general meeting of the Chapter.
87. The details of the proposed resolution to change these bylaws must be provided in writing to the membership no less than 21-days prior to a general meeting.
88. All amendments to these bylaws must be approved by a two-thirds majority vote of Members present at a general meeting.
89. Amended bylaws take effect once approved by resolution at the general meeting, accepted and filed by the Registrar of Societies.

Section 12

YUKON CHAPTER SEAL

90. The Chapter may adopt a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the Secretary of the Chapter, and, in the absence of the Secretary, another Director, shall be the custodian of the corporate seal.

The seal, if any, shall be affixed only where authorized by these Bylaws or when authorized by a Resolution of the Board of Directors, and 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 the Secretary.

Section 13

ACCESSING CHAPTER RECORDS

91. A Member wishing to inspect the books or records of the Chapter shall give reasonable notice to the President or Secretary.
92. Unless otherwise permitted by the Board of Directors through bylaw or policy, such inspections shall take place only at the registered office or other regular business premises operated by the Chapter between 8:30 am and 4:30 pm, Monday to Friday, except for statutory holidays.
93. All records, including financial records, of the Chapter are open for inspection by Members, except for records the Board of Directors designates as confidential through a resolution of the Board of Directors.

Section 14

DISPUTE RESOLUTION

94. The Members to any dispute regarding the:
 - Interpretation or application of the Chapter bylaws;
 - Rights and obligations of Members;
 - Powers of the Board of Directors; or
 - Any matter related to the governance and operation of the Chapter,shall seek to resolve the dispute through informal discussion between the disputing Members.
95. If the dispute is not resolved through informal discussion within 3-months of the beginning of informal discussion, the Members to the dispute may agree to submit the dispute and have it decided by the processes provided under the *Arbitration Act* of Yukon.

Section 15

DISSOLUTION

96. A decision to dissolve the Chapter requires a 75% majority of all Members of the Chapter, which must be obtained at a general meeting specifically convened for this purpose.
97. If the Chapter is dissolved, any funds or assets remaining, after paying all debts, are to be paid to one or more Yukon Societies as is determined by a Special Resolution, or, in the absence of such a Special Resolution, as determined by the Registrar of Societies.