



Bylaws

Category: 1 Organization & Governance

Policy Number: 1.1.2

Policy Section: Legislative Framework

Approved by: Board, Members

Date Approved: June 4, 2008

Date Effective: June 4, 2008

Date Last Amended:

Date of Next Review: On or before May 31, 2011

Contact: Secretary/Treasurer

1 - General

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of Wood Buffalo Youth Science Foundation, hereby referred to as the “Society” in these Bylaws.

1.2 . Definitions - The following terms have these meanings in these Bylaws:

- a) Auditor - a firm appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members. The Auditor shall not be an Employee or a Director of the Society, nor affiliated with an Employee or Director of the Society.
- b) Board - the Board of Directors of the Wood Buffalo Youth Science Foundation
- c) Constitution - the Constitution of the Society
- d) Days - shall mean total days, irrespective of weekends or holidays.
- e) Director - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- f) Officer - an individual appointed to serve as an Officer of the Board pursuant to these Bylaws.
- g) Ordinary Resolution - a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members for which proper notice has been given.
- h) Region - an organization representing a specific geographical area or identified population within Canada operating under a current affiliation agreement with Youth Science Foundation (YSF) Canada.
- i) Registered Address - the most recent address of record of a Member.
- j) Special Resolution - a resolution passed by a two-thirds majority of the votes cast at a meeting of the Board or a Meeting of Members for which proper notice has been given.

1.3 Head Office - the head office of the Society shall be in Fort McMurray, Alberta, Canada.

1.4 Interpretation - In these Bylaws, words stating the male gender shall include the female gender as well as corporate bodies, and words stating the singular shall include the plural and vice-versa.

1.5 Ruling on Bylaws - The Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objects of the Society as stated in the Constitution.

1.6 Conduct of Meetings - Unless otherwise specified in the these Bylaws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

2 - Membership

Categories of Membership

2.1 The Society has two (2) classes of Membership:

- a) Individual Member;
- b) Affiliate Member;

Description of Membership Categories

2.2 Individual Member - An individual who is actively engaged in the mission of the Society and who has applied to become a Member.

2.3 Affiliate Member - An organization or corporation affiliated with the Society.

Admission of Members

2.4 Duration - membership is accorded on a one year basis, and all Members shall reapply for membership at the end of their term.

2.5 Admission - An individual or organization may be admitted as a Member if:

- a) The candidate member has made an application for membership in a manner prescribed by the Board;
- b) The candidate member has been approved as a member by the Board.
- c) At the time of applying for membership the candidate member is a Member in good standing;
- d) The candidate member was at any time previously a Member in good standing at the time of ceasing to be a Member; and

2.6 Failure to be Admitted - Where a candidate member is not admitted to membership, written reasons shall be provided upon written request of the candidate member to the Society.

Voting Rights of Members

2.7 Voting Rights - All Members shall be entitled to one vote at all Meetings of Members subject to remaining a Member in good standing as described in Articles 2.13 and 2.14.

2.8 Meetings - All Members shall have the right to attend and participate in all Meetings of Members.

Membership Dues

2.9 Year - Unless otherwise determined by the Board, the Membership year of the Society is the fiscal year as defined in Article 3.1.

2.10 Dues –The Society does not charge dues for membership to the Board.

Termination of Membership

2.11 Resignation - A Member may resign from the Board by giving written notice to the Board of Directors. Where a Member who is subject to a disciplinary investigation or action of the Society resigns, that Member shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.12 Discipline - In addition to suspension or a lapse of membership a Member may have other Membership restrictions or sanctions imposed upon him or her, in accordance with the Society's policies and procedures relating to conduct and discipline of Members.

Good Standing

2.13 Definition - A Member of the Society shall be in good standing provided that the

Member:

- a) owes no outstanding debts to the Society;
- b) has not ceased to be a Member;
- c) has not been suspended from Membership, or had other Membership restrictions or sanctions imposed;
- d) has complied with the Constitution, Bylaws, policies and rules of the Society
- e) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Society.

2.14 Cease to be in Good Standing - Members who cease to be in good standing shall not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out in Article 2.13.

3 - Finance and Management

3.1 Fiscal Year - The fiscal year of the Society shall end on August 31.

3.2 Auditor - At each Annual General Meeting the Members shall appoint an Auditor.

3.3 Signing Authority - The Board shall make policies to designate who shall have signing authority, and in what amounts, for all financial transactions, contracts and documents conducted in the name of the Society.

3.4 Property - The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

3.5 Borrowing - The Board shall make policies to govern the terms and conditions under which the Society may borrow funds.

3.6 Books and Records - The Board shall ensure that all books and records of the Society required to be kept by the Act, the Constitution or these Bylaws or any other statute or law are regularly and properly kept.

3.7 Financial Institutions - The banking business of the Society any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Society's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

4 - Governance

Composition of the Board of Directors

4.1 Directors - The Board shall consist of not less than five (5) and not more than twelve (12) Directors, comprised of individuals who are drawn ideally from the following sectors:

- a) Business;
- b) Associations;
- c) Elementary or secondary education;
- d) Post Secondary educational institutions;
- e) Interested Individuals;
- f) Government; and
- g) Philanthropic Organizations.

Powers of the Board

4.2 Powers of the Society - Except as otherwise provided in the Constitution or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.

4.3 Managing the Affairs of the Society - The Board shall make policies and procedures for managing the affairs of the Society in accordance with the Constitution and these Bylaws.

4.4 Discipline - The Board shall make policies and procedures relating to the discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

4.5 Dispute Resolution - The Board shall make policies and procedures relating to the management of disputes within the Society and all disputes shall be dealt with in accordance with such policies and procedures.

4.6 Employment of Individuals - The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Society.

Election and Appointment of Directors

4.7 Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract may be nominated for election or appointment as a Director.

4.8 Nomination - A nomination for election as a Director shall occur as follows:

- a) Applications for nomination shall be sent to each Member 30 days prior to the Special General Meeting;
- b) Applications are to be signed and returned to the Nominating Committee by nominees 20 days prior to the Special General Meeting;

4.9 Circulation of Nominations - Valid nominations shall be circulated to Members at least 10 days prior to the Special General Meeting.

4.10 Election - The election of Directors shall take place at the Special General Meeting by those Members present and eligible to vote, or who are represented at the Special General Meeting by proxy. The vote shall be done by secret ballot.

4.11 Decision - The nominees receiving the greatest number of votes in accordance with the number of vacant positions shall be declared elected. A nominee shall be acclaimed elected if there is only one nomination.

4.12 Appointment – An appointment of a Director shall occur as follows:

- a) Any eligible individual may be nominated by a Director with the support of at least one other Director;
- b) A nomination for appointment shall be presented to the board as a notice of motion not less than 10 days prior to a vote on the nomination;
- c) Approval of an appointment shall be by simple majority of the Directors
- d) The number of appointed Directors shall not exceed one-third or a maximum of three Directors.

4.13 Terms - The Terms of the elected and appointed Directors shall be in accordance with the following:

- a) Elected and appointed Directors shall hold office for a term of three years and shall hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
- b) Elected and appointed Directors shall only be eligible to maintain office for a maximum of two terms.
- c) Elected and appointed Directors shall be eligible for a third term if nominated by the nominating committee.

4.14 Staggered Terms - The terms of elected Directors shall be staggered as follows:

- a) At the first Special General Meeting following the adoption of these Bylaws, one-third of the Directors shall be elected for a term of one year, one-third of the Directors shall be elected for a term of two years, and the remaining Directors shall be elected for a term of three years.
- b) Thereafter all Directors shall be elected for a term of three years.

4.15 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

Resignation and Removal of Directors

4.16 Resignation - A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation shall become effective on the date the Board accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office -- The office of any Director shall be vacated automatically:

- a) If the Director is found by a court to be of unsound mind;
- b) If the Director becomes bankrupt;
- c) If the Director becomes an employee or contractor of the Society;
- d) If the Director, without reasonable excuse, fails to attend five (5) consecutive meetings of the Board; or
- e) Upon the Director's death.

4.18 Removal - A Director may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Meetings of the Board

4.19 Number of Meetings - The Board shall hold at least three (3) meetings per year.

4.20 Call of Meeting - The meetings of the Board shall be at the call of the President, a Vice-President, or any three (3) Directors.

4.21 Notice - Written notice of Board meetings shall be given to all Directors at least five (5) days prior to the date of the meeting.

4.22 Quorum - At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding office.

4.23 Ordinary Resolution - Unless specified otherwise, questions shall be decided by Ordinary Resolution, where each Director is entitled to one vote, and where the Chair of the meeting does not vote. In the event of a tie, the President shall cast a deciding vote. Voting shall be by a show of hands unless a majority of Directors present request a secret ballot.

4.24 Meetings by Telephone Conference - The Directors may meet by telephone conference provided that either the majority of Directors consent to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution of the Board.

4.25 Meetings by Other Electronic Means - The Directors may meet by other electronic means that permit each Director to communicate adequately with other Directors, provided that:

- a) The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues will be handled, the procedure for establishing quorum, and the procedure for recording votes;
- b) Each Director has equal access to the specific means of communication to be used; and
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.26 Closed Meetings - Meetings of the Board shall be closed to Members and the public except by invitation of the Board.

Officers

4.27 Officers - The Officers of the Society are the President, two Vice-Presidents, the Secretary and Treasurer and such other officers as the Board of Directors may determine. Officers are appointed by the Board at the Board's first meeting following the Special General Meeting.

4.28 Appoint Other Officers - The Board may from time to time appoint Officers other than those identified in Article 4.27 who need not be Directors or Members of the Society

4.29 Term - The term of an Officer shall be for one year, or until the Officer's successor is appointed.

4.30 Duties - The duties of the Officers are as follows:

a) The President shall be responsible for the general supervision of the affairs and operations of the Society, shall preside at the Annual and Special General Meetings of the Society and at meetings of the Board and the Executive Committee, and shall perform such other duties as may from time to time be established by the Board.

b) The Vice-Presidents shall support and assist the Society in all duties and exercise the powers of the President in the absence or disability of the President, and shall perform such other duties as may from time to time be established by the Board.

c) The Secretary/Treasurer shall cause to be kept proper accounting records as required by the Act, shall supervise the deposit, management and disbursement of the funds of the Society when required shall provide the Board with an account of financial transactions and the financial position of the Society, shall present audited financial statements to Members at the Annual General Meeting, shall be responsible for the documentation of all amendments to the Society's Constitution or Bylaws, shall ensure that all official documents and records of the Society are properly kept, shall have custody of the corporate seal, and shall perform such other duties as may from time to time be established by the Board.

4.31 Vacancy - Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a Director to fill the vacancy for the remainder of the Officer's term, except in the case of the President, where such vacancy shall be filled by the Vice-President for the remainder of the term.

4.32 Removal - An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

4.33 Executive Committee - The Executive Committee shall be comprised of the Officers, one (1) Director, and the President who shall be an ex-officio (non-voting) member.

4.34 Authority - The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, shall address urgent issues and new initiatives that arise between meetings of the Board and other duties as may from time to time be authorized by the Board.

4.35 Meetings - Meetings of the Executive Committee shall be held at such time and place as determined by the Committee, provided that 48 hours written notice of the meeting shall be given to each member of the committee. If service of delivery of such notice is by mail, it shall be sent at least five (5) days prior to the meeting. Meetings of the Executive Committee may be held by telephone conference provided that either a majority of Committee members consent to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution of the Committee.

Nominating Committee

4.36 Nominating Committee - The Nominating Committee shall be appointed annually by the Board and shall be comprised of a Vice-President, two members of the Board of Directors and one voting Member At Large of the Society who shall be ineligible for nomination.

4.37 Duties - The Nominating Committee shall be responsible to solicit nominations for election to the Board of Directors, shall be responsible to circulate valid nominations to all voting members, and may nominate additional candidates for the election of Board of Directors.

Other Committees

4.38 Other Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Constitution or these Bylaws.

4.39 Terms of Reference - The Board shall establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

4.40 Chairs - The Board of Directors shall appoint a Chair for each committee.

4.41 Quorum - A quorum for any committee shall be the majority of its voting members.

4.42 Vacancy - When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Society's policies and procedures.

4.43 Removal - The Board may remove any member it has appointed to any committee.

Remuneration

4.44 Remuneration - All Directors, Officers and members of committees, including the Executive Committee and Nominating Committee, shall serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board.

Conflict of Interest

4.45 Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

5 - Meetings of Members

5.1 Types of Meetings - Meetings of Members shall include Annual General Meetings and Special General Meetings.

5.2 Notice - Written notice of meetings shall be given to all Members at least five (5) days prior to the date of the meeting. Notice shall contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.

5.3 Annual General Meeting - The Society shall hold an Annual General Meeting of Members at such time and place as may be determined by the Board and which shall be held no later than six (6) months after the end of the previous fiscal year.

5.4 Special General Meeting - A Special General Meeting of the Members shall be called annually. A Special General Meeting may also be called by the Board upon receiving a written requisition signed by fifty percent (50%) of the voting members. The meeting must be held within sixty (60) days of receiving such requisition and will only transact business as stated in the notice thereof.

5.5 Quorum – The majority of voting members present in person or by proxy shall constitute a quorum.

5.6 Voting - Unless specified otherwise, questions at meetings shall be decided by Ordinary Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands unless a majority of Members approve a secret ballot.

5.7 Adjournment - A meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as if it was a new meeting.

5.8 Closed Meetings - Meetings of Members shall be closed to the public except by invitation of the Board.

Voting at Meetings of Members

5.9 Voting - All voting Members are entitled to one vote.

5.10 Proxy Voting - A voting Member may vote by proxy at an Annual General Meeting or Special General Meeting if:

- a) The proxy is received by the Secretary/Treasurer prior to the start of the meeting;
- b) The proxy clearly states the date and the specific business to be transacted at the meeting;
- c) The proxy clearly states to whom the proxy is given;
- d) The person to whom the proxy is given is otherwise entitled to vote; and
- e) The proxy signature matches the signature of the annual registration form.

5.11 Scrutineers - At the beginning of each meeting, the Board shall appoint three scrutineers who shall be responsible for ensuring that votes are properly cast and counted.

5.12 Determination of Votes - Votes shall be determined by a show of hands unless a recorded ballot is requested by the majority of those Members voting.

6 - Indemnification

6.1 Shall Indemnify - The Society shall indemnify and hold harmless out of the funds of the Society each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member.

6.2 Shall Not Indemnify - The Society shall not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.

6.3 Insurance - The Society may purchase and maintain insurance for the benefit of its Directors, Officers, Committee Members and Science Fair Participants, as the Board may determine.

7 - Notice

7.1 Written Notice - In these Bylaws, written notice shall mean notice that is hand delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Society, Director, Committee Member, or Member, as the case may be.

7.2 Date of Notice - Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

7.3 Error in Notice - The accidental omission to give notice of a meeting of the Directors, Members or Committee Members, the failure of any Director, Member or Committee Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

8 - Amendment of Bylaws

8.1 Special Resolution - Any change to the objectives of the Society shall only come into effect only upon agreement of a majority of the voting members present in person or by proxy at an annual or special meeting duly called for the purpose of amending, revising, repealing or adding to the Bylaws.

8.2 Notice of Amendment – Thirty (30) days notice must be given to Members prior to meetings called for the purpose of amending, revising, repealing or adding to the Bylaws. This notice must include details of the proposed resolution to change the Bylaws.

9 - Adoption of Bylaws

9.1 Ratification by Members - These Bylaws were ratified by a Special Resolution of the Members of the Society at a meeting of Members duly called and held on June 4, 2008

9.2 Repeal of Previous Bylaws - In ratifying these Bylaws, the Society repeals all prior Bylaws provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.