

THE FOLLOWING ARE THE BYLAWS OF:

The Northwest Territories Council on Invasive Species, Pests, and Pathogens

**1. Membership:**

- a) Any person residing in, or conducting business in, the Northwest Territories is eligible for admission to membership in the Society on submission of a membership application.
- b) There are two categories of membership in the Society: management membership and partnership membership.
- c) Management membership in the Society is reserved for members of organizations that have authority for the management of biodiversity, land, and/or water in the Northwest Territories.
- d) Partnership membership in the Society is open to members of organizations, companies, academia, or the public-at-large that have an interest in invasive species, pests, and/or pathogens.

**2. Rights of Members:** All members of the Society will have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such fees as the directors may from time to time prescribe for specific activities.

**3. Obligations of Members:**

- a) All members must submit an annual membership application to the board of directors at the beginning of each new fiscal year.
- b) Members must uphold and adhere to the objects and Bylaws of the society as well as the Members Terms of Reference.

**4. Withdrawal and Expulsion of Members:**

- a) Any member may withdraw from membership in the Society by submitting a notice, in writing, to the Secretary; however, refund of annual membership dues will not be considered.
- b) Any member who is more than thirty days late in submitting their annual membership application will be considered a non-member.
- c) An individual will cease to be a member of the Society on death.

- d) Any member who does not uphold and adhere to the objects and Bylaws of the society as well as the Members Terms of Reference may be expelled by a resolution passed by a majority of the directors at a board meeting.
- e) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- f) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote. Good faith efforts shall be made by the directors to schedule the meeting at a time during which the member is available. If the member fails to attend the meeting, or renders it largely impossible to schedule such a meeting (i.e., failure to respond to meeting requests, failure to accommodate any proposed times or suggest reasonable alternate times, continued rescheduling), the decision can be made in the absence of the member.

## **5. Meetings of Members:**

- a) Annual general meetings of the Society will be called and held between 31 and 180 days after the date of the society's chosen fiscal year end.
- b) Every general meeting other than an annual general meeting is a special meeting.
- c) The board may call special meetings as necessary, or any ten members may call a special meeting by presenting a signed request to the president, who must call a meeting within forty-five days after receipt of such request.
- d) Meetings may be held in person, by conference call, videoconference, or through a combination of these, as appropriate, and as resources allow.
- e) Notice of any general or special meeting must be given at least thirty days prior to the date set for the meeting. Notice is to be given by way of email, which address the member must provide to the Secretary; by the posting of notices of such meetings at conspicuous points throughout the area of operations; and/or by publication in a newspaper of general circulation. Such notice is to set forth the time, place, and business to be transacted at such meeting.
- f) The non-receipt of a notice by any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- g) General and special meetings of the Society are held at the call of the President.
- h) Seven members constitute a quorum at all meetings of members.
- i) If the President or Vice-President is not present at a meeting, the meeting will elect a chairperson from the board for the purposes of that meeting only.

- j) Each member is entitled to one vote on any motion or resolution at all meetings of members.
- k) Decisions at meetings of members shall be made by majority vote of all membership present. If there is a tie, the chair shall not have a vote and the motion will not pass.
- l) Voting is by a show of hands, either physically (if during an in-person meeting), by acknowledged vocal support (if during a teleconference), or by a virtual raising of hands (if during a video conference).

**6. Directors:**

- a) Until the first annual general meeting, the subscribers to the Application and Bylaws are the directors of the Society.
- b) There must be between 3 and 7 directors.
- c) Up to 3 partnership members may be elected to the board of directors. If fewer than 3 partnership members are elected, the remaining vacant board positions may be filled by election of additional management members.
- d) As many management members may be elected to the board of directors as there are positions to be filled following the election of up to 3 partnership members, to a maximum of 7.
- e) Each director should have a designated alternate. Both the director and/or their alternate may attend board meetings, but have only one vote between them.
- f) Directors shall serve up to a two-year term, concluding at the end of the second annual general meeting following their election.
- g) When a director's board position term has ended, the position may be filled by election at the next annual general meeting.
- h) Board members who have previously served may be re-elected at the end of their term.
- i) The directors may appoint chairpersons to head ad hoc committees, who are responsible to the directors and who will hold the designated offices until the next annual general meeting.
- j) The directors are responsible for conducting the affairs of the Society in accordance with its objects, its Bylaws, and with the *Societies Act* of the NWT.
- k) Any director may be expelled by a resolution passed by a majority of directors at a board

meeting for failing to attend a majority of board meetings held in a given year, for proven dishonesty, for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in these Bylaws and in the Board of Director's Terms of Reference.

- l) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- m) The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the meeting before the resolution is put to a vote. Good faith efforts shall be made by the directors to schedule the meeting at a time during which the director is available. If the director fails to attend the meeting, or renders it largely impossible to schedule such a meeting (i.e., failure to respond to meeting requests, failure to accommodate any proposed times or suggest reasonable alternate times, continued rescheduling), the decision can be made in the absence of the director.
- n) Directors or other officers may be reimbursed for expenses incurred by them in the conduct of their duties, and paid such other remuneration as is established by the members at the annual general meeting.

## **7. Board Meetings**

- a) The board of directors will meet a minimum of two times per year.
- b) Meetings may be held in person, by conference call, videoconference, or through a combination of these, as appropriate, and as resources allow.
- c) Notice of any board meeting must be given at least seven days prior to the date set for the meeting. Notice is to be given by way of email, which address must be provided to the Secretary. Such notice is to set forth the time, place, and business to be transacted at such meeting.
- d) The non-receipt of a notice by any of the directors entitled to receive notice does not invalidate the proceedings at that meeting.
- e) Board meetings are held at the call of the President.
- f) If a director and their alternate attend a meeting, this shall be counted as one director.
- g) A majority of directors constitutes a quorum at all board meetings.
- h) If the President or Vice-President is not present at a meeting, the meeting will elect a chairperson from the board for the purposes of that meeting only.
- i) Each director is entitled to one vote on any motion or resolution at all board meetings.

- j) Decisions at board meetings shall be made by majority vote of all directors present, providing quorum has been achieved. If there is a tie, the chair shall not have a vote and the motion will not pass.
- k) Voting is by a show of hands, either physically (if during an in-person meeting), by acknowledged vocal support (if during a teleconference), or by virtual raising of hands (if during a video conference).

**8. Officers:**

- a) The directors, from their own number, must, at their first meeting after incorporation or at their first meeting after the annual general meeting, elect a President, Vice-President, Secretary, Treasurer and such other officers as are deemed necessary.
  - b) Such officers hold office for a two-year term, concluding at the end of the second annual general meeting following their election, at which time a meeting of the newly elected directors will be convened to elect their successors.
  - c) The President presides at all meetings of the members and of the board. The President is responsible for the general management and supervision of the affairs and operations of the Society.
  - d) The Secretary will keep custody of the books and records of the society. The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and for taking and keeping record of the minutes of all such meetings. The Secretary is responsible for submitting any required filings to the Registrar of Societies, including a notice of directors and a financial statement submitted each year within 14 days after the society's annual general meeting.
  - e) The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements of the Society and providing any such records or other information as is needed by the auditor of the society.
  - f) The Vice-President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences.
  - g) The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.
- 9. Borrowing Powers:** The directors may, by a unanimous vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures; except that in no case may debentures be issued except pursuant to an extraordinary resolution.

## **10. Disposal of Funds:**

- a) All monies received by or on behalf of the Society must be deposited in the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada.
- b) All disbursements from the trust bank account must be made by cheques signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

**11. Auditor:** At the annual general meeting, the society may choose to elect an auditor for the ensuing year.

## **12. Annual Filings:**

- a) A notice of directors and a financial statement must be submitted to the Registrar of Societies each year, regardless of whether or not any changes have occurred, and regardless of whether or not the society has had any income.
- b) At each annual general meeting, an annual financial statement must be presented for the inspection of members. The financial statement must either be endorsed by the auditor or by the original signatures of two directors if there is no auditor. Statements must always be prepared according to the society's fiscal year end; the first statement must begin on the Society's date of incorporation, and in subsequent years, must begin on the date which follows the previous year's fiscal end. The financial statement must always:
  - i) include the assets and liabilities of the Society, presented in the form of a balance sheet;
  - ii) include the income/receipts (any received money) and expenses/disbursements (any paid-out money) of the Society, presented in the form of an income statement;
- c) A notice of directors, originally signed by one director, must be submitted with the financial statement; the notice must include the time period and the names, addresses, and occupations of the directors of the Society.

## **13. Seal and Signing Authority:**

- a) If using a seal, the seal of the Society must include the name of the society in a circle around the word "SEAL".
- b) The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director.
- c) The President, Vice-President, Secretary and Treasurer have the authority to sign

instruments or documents on behalf of the Society.

- 14. Inspection of Books and Records:** All books and records of the Society must be open to the inspection of the members at each annual general meeting.
- 15. Fiscal Year:** The fiscal year of the Society ends on the 31 of March each year  
(day) (month)
- 16. Distribution of Assets:** The Society may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, the reimbursement of reasonable out-of-pocket expenses to its members, or the payment of such remuneration to its directors as is established by the members at the annual general meeting. On a winding-up of the Society, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.
- 17. Arbitration:** Any dispute arising in the circumstances set out in section 7 of the *Societies Act* must be decided by arbitration under the *Arbitration Act*.