

Bylaw Template

# CONSTITUTION

## The name of the Society is:

Lead Dog Consulting

## The objectives of Lead Dog Consulting are:

1. To increase the sustainability and support the Not-for-profit sector through governance training, policy development, and supplying organizations with the tools they need to be effective.

## Municipality of Operation:

Lead Dog Consulting will operate its business based in the city of Yellowknife, NT.

# BYLAWS

## NAME, LEGAL FORM, AND HEAD OFFICE:

* 1. The name of the Society shall be Lead Dog Consulting and hereinafter referred to as the Society.
	2. The Head Office and banking institution of the Society shall be in Yellowknife, Northwest Territories (NWT), and may only be transferred to another location following a resolution passed at the Annual General Meeting.
	3. Except as provided in the *Northwest Territories Societies Act* (Act), the Society’s Board of Directors, hereinafter referred to as the Board, shall have the authority to interpret any provision of these Bylaws that is unclear.

## CORPORATE SEAL AND LOGO:

* 1. The seal of the Society shall consist of the word “Seal” in a circle formed by the words “Lead Dog Consulting”.
	2. The seal shall be kept in the custody of the Secretary of the Society and shall not be affixed to any instrument or document except on the authority of a resolution of the Officers and in the presence of the Secretary and at least one other Officer.
	3. All documents or instruments that must be endorsed by the Society shall be signed by the Chair and any other Officer of the Society.

## NEUTRALITY AND NON-DISCRIMINATION:

Discrimination of any kind against a person or group of people on account of race, colour, ancestry, nationality, ethnic origin, place of origin, creed, religion, age, disability, sex, sexual orientation, gender identity, marital status, family status, family affiliation, political belief, political Society, social condition and a conviction that is subject to a pardon or record suspension, is strictly prohibited and punishable by suspension or expulsion or in accordance with other Policies of the Society.

## FISCAL YEAR:

* 1. The financial year shall be from the 1st day of April in one year to the 31st day of March in the subsequent year.
	2. The annual financial statements of the Board, as of March 31st, shall be presented to the Membership at the Annual General Meeting.

## MEMBERSHIP:

* 1. All individuals within the community who support the Objectives of the Society are eligible for membership.

## REQUEST AND PROCEDURE FOR APPLICATION:

* 1. Any individual wishing to become a Member of the Society shall complete all necessary membership documentation and complete all processes, as required by the Society.
	2. A new Member shall acquire membership rights and duties as soon as they are enrolled and upon payment of the membership fees.

## MEMBERS’ RIGHTS:

* 1. Only a Member in good standing may exercise Member rights as established in the Bylaws, policies, and procedures of the Society.
	2. To be in good standing a Member must comply with the Bylaws, policies, and procedures of the Society.
	3. A Member of the Society has the following rights:
		1. To take part in all Annual and Special General Meetings of the Society, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 14;
		2. To submit proposals for inclusion on the agenda of the Annual General Meeting of the Society within the timelines prescribed in Article 12.3;
		3. To take part in all Society activities and to use all the facilities established by the Society for the promotion of its Objectives, subject to established policies;
		4. To nominate candidates for the Board of the Society;
		5. To receive the information gathered by the Society except for that information declared to be confidential by the Society; and
		6. To exercise all other rights arising from these Bylaws and other policies of the Society.
	4. The exercise of these rights is subject to other provisions in these Bylaws and the applicable policies and procedures of the Society.

## MEMBERS’ OBLIGATIONS:

* 1. A Member of the Society has the following obligations:
		1. To respect the Bylaws, policies, and decisions of the Society at all times;
		2. To ensure the election of the Board;
		3. To meet all of their financial obligations to the Society;
		4. To take part in the Society’s activities, serve on committees, attend meetings; and
		5. To comply fully with all other duties arising from the Bylaws and other policies of the Society.
	2. A Member may withdraw from Membership in the Society by providing thirty (30) days’ notice in writing to the Executive Director.

## FEES

* 1. The Board shall establish additional fees as required.

## SUSPENSION AND REINSTATEMENT:

* 1. The Board may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. Suspended members are still required to pay all required fees.
	2. The suspension shall continue until set aside by the Board or lifted once any requirement(s) has been fulfilled.
	3. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

## EXPULSION & RESIGNATIONS:

* 1. Any Member whose conduct is considered detrimental to the Society may be expelled by a resolution passed by the majority of the Directors of the Society. Lack of support and/or lack of participation in the activities of the Society may be considered detrimental conduct and may therefore be grounds for expulsion.
	2. A Member that has been expelled has a right of appeal where procedural fairness has not been adhered to or an error in law has occurred.
	3. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the Society but results in a cancellation of all rights in relation to the Society.
	4. An Officer or Director may resign by submitting their intent in writing to the Chair.
	5. An Officer or Director may be removed who is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board.
	6. An Officer or Director may be expelled by the remaining Directors for gross misconduct or for failing or refusing to carry out their duties as provided by these Bylaws.

## ANNUAL GENERAL MEETINGS:

* 1. The Annual General Meeting of the Society shall be held between thirty-one (31) and ninety (90) days following the end of the fiscal year. The place and date will be determined by the Board.
	2. All members shall receive notice of the Annual General Meeting at least twenty-one (21) days prior to the date of the meeting. The following materials shall be made available to Members no later than ten (10) days before the meeting: Agenda, Chair’s Report, previous Annual General Meeting Minutes, Financial Statements, any proposed amendments to the Bylaws.
	3. The Executive Director shall prepare the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the Executive Director in writing, with a brief explanation, at least fourteen (14) days before the date of the Annual General Meeting.
	4. The business at the Annual General Meeting shall include:
		1. Call to Order
		2. Approval of the Agenda
		3. Adoption of Minutes from the previous general meeting
		4. Chair’s Report
		5. Finance Report
		6. Approval of the Financial Statements
		7. Approval of the Membership Fees (as per Article 9.1)
		8. Executive Director’s Report
		9. Admissions, Suspensions, Expulsions
		10. Amendments to Bylaws
		11. Election of Directors (as per Article 21)
		12. New Business
		13. Next Annual General Meeting
		14. Adjournment
	5. A quorum for all Annual General Meetings shall consist of at least 10% of all members then in good standing.

## SPECIAL GENERAL MEETING:

* 1. The Board may convene a Special General Meeting at any time.
	2. The Board must convene a Special General Meeting if a majority of the Individual Members of the Society make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within forty- five (45) days of receipt of the request.
	3. Fourteen (14) days’ notice shall be given for any Special General Meeting and the Board and all Members shall receive all relevant meeting materials no later than ten (10) days before the meeting.
	4. When a Special General Meeting is convened on the initiative of the Board, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.
	5. The agenda of a Special General Meeting may not be altered.
	6. A quorum for a Special General Meetings shall consist of at least 20% of all members then in good standing.

## DECISIONS OF THE MEMBERSHIP:

* 1. Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.
	2. A decision that requires a vote shall be reached by a show of hands.
	3. A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at an Annual General or Special General Meeting of the Society.
	4. Each Member is entitled to one vote on any motion or resolution at the Annual or any Special General Meeting of the Society.
	5. The Chair of the Society shall have a deciding vote only, at a Special or Annual General Meeting of the Society.

## MINUTES OF MEETINGS, BOOKS AND RECORDS:

* 1. The Secretary shall be responsible for recording the minutes of all Annual General and Special Meetings of the Society. All minutes shall be signed by the Chair and by the Secretary after approval thereof at the next meeting.
	2. The Executive Director shall be responsible for keeping accurate and proper books of the accounts of the Society.
	3. All books and records of the Society shall be open to the inspection of members at each Annual General Meeting.
	4. Minutes of meetings, books and records shall not include confidential records of the Society or any personal records of Members of the Society.

## EFFECTIVE DATES OF DECISIONS:

* 1. Decisions passed at Annual General and Special Meetings of the Society shall come into effect the day after the meeting unless the Society fixes another date for a decision to come into effect.

## BODIES:

* 1. The Membership is the supreme authority of the Society.
	2. The Board of Directors is the governing body.
	3. The Society Administration is the operational body.

## BOARD OF DIRECTORS:

* 1. The business of the Society shall be conducted by a Board of Directors, which shall be comprised of six (6) Directors, three (3) of whom shall be Officers. All Directors shall be elected at the Annual General Meeting.
	2. There shall be three (3) Officers whom have signing authority:
		1. Chair
		2. Vice Chair
		3. And one other Director at Large
	3. Roles and responsibilities of Directors and Officers shall be established by the

*Governance Policies,* as approved by the Board.

## EXECUTIVE DIRECTOR:

* 1. The Executive Director is responsible for the Society Administration.
	2. The Executive Director shall be appointed by the Board.
	3. The Executive Director shall be responsible for:
		1. Implementing decisions and policies on a day-to-day basis approved by the Society;
		2. Managing and keeping the accounts of the Society;
		3. Compiling the minutes of the Annual General and Special Meetings of the Society, meetings of the Board, and of the Committees;
		4. Society correspondence;
		5. Relations with Members, committees, funders, and partners;
		6. Organizing and overseeing the administration of the Society;
		7. The appointment and dismissal of staff; and
		8. The corporate affairs of the Society and other such duties as assigned.
	4. The Executive Director shall attend and participate in the Annual General and Special Meetings of the Society, as well as meetings of the Board.
	5. The Executive Director shall have a voice but no vote at all Annual General and Special General Meetings of the Society and meetings of the Board.

## PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS:

* 1. To be elected as an Officer or as a Director, a candidate must be a Member in good standing with the Society.
	2. No paid employee of the Society shall sit as a Director of the Board.
	3. An Officer desirous of accepting nomination to a different office of the Society, shall first resign from their current position prior to the election process.
	4. To be elected as an Officer or as a Director, a candidate must have received a majority of the eligible votes cast at the Annual General Meeting.
	5. Where two or more candidates are running for a single position, voting shall be by secret ballot.
	6. For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.
	7. If more than three persons are contesting a position, the candidate receiving the least number of votes in any ballot is omitted from the next ballot.
	8. Where there is a tie between two or more candidates with the least number of votes, the Annual General Meeting shall break the tie by ballot.

## TENURE AND ELECTION:

* 1. Officers and Directors shall be elected each for a two-year term.
	2. In odd-numbered years, elections for the following positions will take place:
		1. Chair
		2. Secretary
		3. Director at Large (even)
	3. In even-numbered years, elections for the following positions will take place:
		1. Vice Chair
		2. Treasurer
		3. Director at Large (odd)

*Transitional Provisions*

**21.4** Elections will also take place in 2023 for those positions typically elected in even-numbered years, in accordance with 21.3, and will be for a one-year term expiring at the Annual General Meeting in 2024.

## MEETINGS OF THE BOARD OF DIRECTORS:

* 1. The Board shall meet at minimum ten (10) times per year.
	2. The Chair shall convene meetings of the Board. If 50% of the Directors request a special meeting, the Chair shall convene it within twenty-one (21) days.
	3. At all Board meetings a majority of Directors shall form a quorum.
	4. The Chair shall compile the agenda of meetings of the Board. Each Officer and Director shall be entitled to propose items for inclusion in the agenda. Officers and Directors shall submit the items they wish to be included on the agenda to the Executive Director at least seven (7) days before the meeting. The agenda and all relevant material must be sent out to the Board at least four (4) days before the meeting.
	5. The meetings of the Board may be attended by a Member upon request to the Chair. The Board may also invite third parties to attend. Individual Members who do not serve on the Board and third parties shall not have voting rights.
	6. Meetings of the Board may be conducted by video or conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.
	7. Voting by proxy at meetings of the Board is not permitted.
	8. The Board shall reach decisions by a majority of the Directors present. In the event of a tie vote, the Chair shall cast the deciding vote.
	9. Any Director must withdraw from the debate and from taking a decision if there is a real or perceived conflict of interest.
	10. The decisions rendered by the Board shall be recorded in the minutes.
	11. The decisions taken by the Board shall come into effect immediately, unless the Board decides otherwise.

## POWER OF THE BOARD OF DIRECTORS:

* 1. The Powers of the Board are as follows:
		1. Shall be legally accountable for all decisions made by, and on behalf of the Society;
		2. Shall prepare and convene all Annual General and Special Meetings of the Society;
		3. Shall appoint and dismiss the Executive Director;
		4. Shall appoint an independent bookkeeper or auditor;
		5. Shall approve policies and procedures that stipulate how the Society shall be organized internally;
		6. May decide to set up Standing or Special Committees at any time;
		7. Shall define and approve the terms of reference for the organization of Standing, Special, and Operational Committees;
		8. Shall approve the annual budget of the Society;
		9. May suspend a Member of the Society;
		10. May delegate tasks arising out of its area of authority to other bodies of the Society or third parties;
		11. May delegate to such Officers, Directors, Executive Director, or Committees any or all of the foregoing powers to such extent and in such a manner as the Board may determine.
	2. If the position of an Officer or Director becomes vacant during the individual’s term as per section 25, the Board may appoint a new Officer or Director in the individual’s stead.
	3. Those persons named or appointed to fill vacant positions on the Board shall serve until the Society’s next Annual General Meeting.
	4. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the Executive Director and the Chair or Vice Chair. All contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality.
	5. 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.
	6. Any act of the Board, whether within the jurisdiction of the Board or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Society, shall be deemed to be an act of the Society and may not afterwards be impeached by any Member of the Society on any ground whatsoever.
	7. Officers, Directors or Committee members shall not receive any remuneration for their services. Those attending any Annual General or Special Meetings of the Society, Board meetings, or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Society as the Board may decide to be reasonable and as the funds of the Society permit.

## INDEMNITY:

* 1. Every Officer, Director or other servant of the Society shall be indemnified by the Society against all costs, losses and expenses incurred in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

## VACANCIES:

* 1. The position of Officer or Director shall be considered vacant if:
		1. the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board;
		2. the Officer or Director is removed for misconduct after provisional decision of the Board of Directors; and
		3. the Officer or Director resigns in accordance with Article 11.4.

## AUDITOR:

* 1. To comply with government requirements for funding, the accounts of the Society shall be audited annually by an external and independent licensed public accountant, contain the signatures of at least two (2) officers, and shall be presented at each annual general meeting for the inspections of the members.
	2. The auditor shall be appointed by the Board of Directors.
	3. The Board shall ensure that all books and records of the Society required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Society.

## AMENDMENTS TO THE BYLAWS:

* 1. Individual Members and the Board of Directors may propose changes to the Bylaws which shall only be amended at an Annual General Meeting or a Special General Meeting called for that purpose, and if notice and all proposed amendments have been delivered to the Executive Director at least fifteen (15) days before the meeting. The Executive Director shall forward a copy of the proposed amendments to the Members at least fifteen (15) before the date of the meeting.
	2. Adoption of any proposed Bylaw amendment shall require a three-fourths (3/4) majority of the votes eligible to be cast by the delegates present.
	3. These Bylaws are ratified by an Extraordinary Resolution of the Members of the Society entitled to vote at a meeting duly called and held on MONTH XY, YEAR.
	4. In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
	5. These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT.

## BORROWING POWERS

* 1. The Society may borrow funds upon such terms and conditions as the Board may determine.
	2. The Board may, by a majority vote of members present at an Annual or Special General Meeting called for that purpose, borrow, raise or secure payment of money as deemed necessary. Such a power will include the issuance of debentures but only where the issuance is proposed and approved by a three fourths majority of members of the Society entitled to vote at that meeting.
	3. The Board may, with the approval of the majority of members present at a special or annual general meeting, borrow funds for capital expenditures.

## DISPOSAL OF FUNDS

* 1. All monies received by or on behalf of the Society shall be deposited in the Society’s bank account in a registered bank in the City of Yellowknife in trust for the Society. The name for this bank shall be determined by resolution of the Officers.
	2. All disbursements from the trust bank account shall be made by cheque signed by any two of: the Chair, Secretary, and Executive Director.

## RULES OF ORDER:

* 1. All meetings of the Society shall be conducted according to *Robert’s Rules of Order*

insofar as they may apply.

## UNFORESEEN CONTINGENCIES AND FORCE MAJEURE:

* 1. The Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

## DISSOLUTION:

* 1. The Society may be dissolved under the following conditions:
		1. by a vote of three-fourths majority of members, provided notice to this effect has been given to all members in the form of at least one month’s notice by mail; and
		2. a public notice has been placed in a newspaper circulated within Yellowknife.
	2. Upon dissolution of the Society, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* that has objectives consistent with those of the Society, or as determined by the Board.