

Marsh Lake Emergency Services Society (MLESS)- Bylaws

As amended 2006
Approved by Government of Yukon - Dec 2006
Department of Justice
Corporate Affairs-Societies Registrar
November 26, 2006

Order in council 1988/124 - SOCIETIES ACT
Marsh Lake Emergency Services Society
Year-end: March 31

Pursuant to section 25 of the Societies Act, the Commissioner in executive Council order as follows:

1. Commissioner's Order 1979/53 and Order-in-Council 1985/265 are hereby revoked.
2. The annexed Societies Regulations are hereby made and established.

Dated at Whitehorse, in the Yukon Territory, this 4th day of July, A.D 1988
By the commissioner of the Yukon

Marsh Lake Emergency Services Society Bylaws- Schedule A

- PART 1- INTERPRETATION P1
- PART 2- MEMBERSHIP P2
- PART 3- MEETING OF MEMBERS P2
- PART 4- PROCEEDINGS AT GENERAL MEETINGS P2
- PART 5- DIRECTORS & OFFICERS P4
- PART 6- PROCEEDINGS OF DIRECTORS P
- PART 7- DUTIES OF OFFICERS P
- PART 8- SEAL P
- PART 9- BORROWING P
- PART 10- PROFESSIONAL ACCOUNTANT P
- PART 11- NOTICES TO MEMBERS P
- PART 12- DISSOLUTION P
- PART 13- CHANGING BYLAWS P
- PART 14- MLESS Special Bylaws to item 58. P

PART 1 INTERPRETATION

1. A) In these, unless the context otherwise requires,
 - i) “Directors” means the directors of the society for the time being;
 - ii) “Societies Act” means the Societies Act of the Yukon from time to time in force and all amendments;
 - iii) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - iv) “Registered address” of a member means the address as recorded in the register of members
 - v) “*Active Emergency Responder*” as defined by *MLFR operations and procedures manual*.

b) The definitions in the Societies Act and in the Societies Regulations apply to these by-laws.

PART 2 MEMBERSHIP

2. The members of the society are those individuals or corporations who

- a) Have paid their dues

3. An individual or corporation may apply to the directors for membership in the society and on acceptance by the directors shall be a member, but no person or corporation who satisfies the criteria for membership shall be denied membership.

4. Every member shall uphold the constitution and comply with these by-laws.

5. Society Membership Register, including Active Emergency Responder Team with designations, to be updated within annual report.

6. All members are in good standing, except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the society. The member is not in good standing so long as the debt remains unpaid.

7. An individual or corporation shall cease to be a member of the society

- a) Upon non-payment of dues
- b) Upon delivery of a resignation in writing to the secretary of the society or by mail or delivery to the address of the society.
- c) On death or in the case of a corporation on dissolution
- d) On being expelled
- e) By expulsion by a special resolution of the members passed at a general meeting.
 - i) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - ii) The person or corporation who is 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 in vote.

PART 3 MEETINGS OF MEMBERS

8. General meetings shall be held a minimum of (4) times a year (quarterly)
9. The Annual General Meeting shall be held no later than 2 months year-end
10. Every General Meeting other than an annual general meeting is a Special General meeting.
11. Special General Meetings shall be posted and provide no less than 7 days notification to the voting membership. This allows for changes to the bylaws or constitution.
12. Posted shall mean a minimum of three (3) written notices with one (1) located at the exterior of the fire hall meeting place and two (2) notices on the community notice boards.
13. General meetings shall be held at 7:00 pm/19:00 hrs, unless otherwise posted. No meeting will commence after 8:00 pm/20:00 hrs.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

14. Special Business:
 - a) Special business shall not be conducted at a general meeting unless due notice has been given of the proposal to conduct that business at that meeting.
 - b) Special business of a special general meeting is all business other than the following specific AGM business:
 - i) The adoption of ‘Roberts’ rules of order;
 - ii) The consideration of the annual financial statements;
 - iii) The annual report of the directors;
 - iv) The report of the professional accountant, if any;
 - v) The annual election of directors;
 - vi) The professional accountant, if required; and
 - vii) Other business that, under these by-laws, ought to be transacted at an annual general meeting, or business, which is brought under consideration by the report of the directors with the notice convening the meeting.
15. Quorum:
 - a) A quorum is:
 - i) 3 registered members, where the number of registered members is 15 or less
 - ii) 20% of registered members of the society, where the number of registered members is 16 or more
 - b) 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.
 - c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - d) If within 30 minutes from the time appointed for a general meeting to called to order a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. In any other case, it shall stand adjourned to the same day, time and place the following, and if, at the adjourned meeting, a quorum is not present within 30 minutes of the call to order time, the members present shall constitute a quorum.
16. Chairperson:

- a) The chairperson for a general meeting shall be the president, vice president or a director in the absence of both.
- b) If at a general meeting there is no president, vice president, or other director present within 15 minutes after the time appointed for call to order; or the president and all other directors are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

17. General Meeting Adjournment:

- a) If there is a call to adjourn at a general meeting, no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. If the adjournment is less than 10 days, it is not necessary to give notice of an adjourned meeting or of the business to be transacted at an adjourned general meeting.

18. Voting on a resolution:

- a) The chairperson may move or propose a resolution and may second a motion or resolution by another person.
- b) The chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- c) A member in good standing present at the meeting of members is entitled to vote.
- d) Voting, except for the election of officers or directors, is by a show of hands.
- e) Voting by proxy is not permitted.
- f) Voting by phone and email will be allowed on special occasions, at the discretion and direction of the Society President, and does not replace any of the four required annual meetings.

PART 5 DIRECTORS & OFFICERS

19. Marsh Lake Emergency Services Society to elect at the AGM a board of directors not to exceed twelve (12) in number of which the President and the Vice President shall be elected by the membership and other offices (Secretary/Treasurer/Committees) to be selected from within the twelve member board.

- a) All counting of ballots will be held at the AGM.

20. Powers:

- a) The Officers & Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society, in general meeting.
- b) The authority of the Offices & Directors under subsection (1) is subject to:
 - i) All laws affecting the society;
 - ii) These by-laws; and
 - iii) Rules, not being inconsistent with these by-laws, which are made from time to time by the society at a general meeting;
 - iv) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

21. Number and Term:

- a) The number of directors shall be equal to the number of officers or a greater number determined from time to time at a general meeting.
- b) The officers & directors shall cease to hold office when their successors are elected at a general meeting of the society.

22. Elections & appointments- *President, Vice President, Fire Chief and Deputy Fire Chief, Medical Office and Deputy Medical Officer*

- a) Separate elections shall be held for each of the above stated offices to be filled.
- b) An election shall be by ballot unless a nominee is acclaimed.
- c) Appointments (*Secretary /Treasurer/Committee Chairs*) shall be made within the Board.
- d) If no successor is elected the person previously elected or appointed continues to hold the office, if they so desire.
- e) 1. Deputy Fire Chief, Deputy Medical Officer, President, Vice President and Directors shall serve for a term of one (1) year or until their successors are elected
2. Fire Chief and Medical Office, shall serve for a term of two (2) years or until their successors are elected
- f) The officers and/or directors at any time and from time to time may appoint a member as a director to fill a vacancy within the directors.
- g) An officer or director so appointed ceases to hold when a successor is elected at a general meeting of the society, but is eligible for re-election at the meeting.
- h) All appointments to the board shall be presented at the first general meeting after election, and prior to society expenses being incurred.

- i) Only those defined in the Policies and Procedures Manual of MLFR as voting members are eligible to vote for Fire Chief, Deputy Fire Chief, Medical Officer and Deputy Medical Officer.
 - j) Nominations for Fire Chief, Deputy Fire Chief, Medical Officer and Deputy Medical Officer will be accepted up to 30 days prior to election date or as otherwise defined in the MLFR Policies and Procedures manual
 - k) For the elections of .a Fire Chief, Deputy Fire Chief, Medical Officer and Deputy Medical Officer one ballot will be provided to each voting member 15 days prior to election and will be accepted until counting of the ballots (at the AGM). Ballots may be sent and received by a Returning Officer only. The ballot distribution (send and receive) is a follows:
 - ⑦ In person
 - ⑦ Email
 - ⑦ Fax
 - ⑦ Regular mail/courier

Ballots may only be received by appointed Returning Officer.
 - l) The Returning Officer shall be the President or his/her designate and approved by the Board. The Returning Officer shall be the sole distributor and collector of ballots. The Returning Officer contact information including mailing address, email and phone number will be on the ballot.
23. The members may by special resolution remove an officer or director before the expiration of the member's term of office, and may elect a successor to complete the term of office.
24. No act or proceeding of the officers or directors is invalid by reason of their being less than the prescribed number of directors in the office.
25. No officer or director shall be remunerated for being or acting as a director but directors shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

PART 6 PROCEEDINGS OF DIRECTORS

26. Meeting Place- The Board may meet together at the places they think fit to conduct business, and otherwise regulate their meetings and proceedings, as they see fit.
27. Notice of meeting- For the first meeting of the Board held after the appointment or election of officers and directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present
28. Quorum – A Quorum for the board proceedings shall be 25% of the board of directors with a minimum of 3.
29. Chairperson – The president shall be chairperson of all meetings of the Board, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; but if neither is present the Board present may choose one of their number to be chairperson at the meeting.
30. Notice to convene:
- a) A director may at any time, and the secretary or treasurer on the request of the director, shall, convene a meeting of the directors by telephone or in person.
 - b) No written notice of meeting of directors will be sent to the director; and

- c) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- d) A director may by letter, or other telecommunications send or deliver to the address of the society a written 'waiver of notice' of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn no notice of meeting will be given.

31. Delegations of Powers, reporting, Powers and duties of committees:

- a) The Director may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors.
- b) The committee chairperson shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- c) A committee chairperson shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

32. Voting at a Directors and or committee meetings:

- a) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- b) The members of committees may meet and adjourn, as they think proper.
- c) In case of an equality of votes the chairperson does not have a second or casting vote.

33. Resolutions:

- a) No resolution proposed at a meeting of directors need to be seconded and the chairperson of a meeting may move or propose a resolution.
- b) A resolution in writing, signed by all of the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

PART 7 DUTIES OF OFFICERS

34. President

- a) Shall except where these by-laws provide otherwise, preside at all meetings of the society and of directors.
- b) Is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- c) Shall maintain ongoing regular communication with Fire Chief.
- d) Shall direct all correspondence to appropriate members.
- e) Shall promote the aims of the society.
- f) Shall maintain and promote team support within Society membership and attempt to solve problems affecting team morale.
- g) May appoint directors to fill board vacancies and committees for special activities and events.
- h) With the approval of the Fire Chief, provide communications and media.

35. Vice President

- a) Shall carry out the duties of the president during the president's absence and;
- b) Assume duties and responsibilities assigned by the president
- c) Appoint
 - i) Directors to fill board vacancies and
 - ii) Committees for special issues, activities and events
- d) Ensure that members abide by Constitution and Bylaws at all times
- e) Ensure that health and safety measures are undertaken by all members
- f) Oversee and maintain efficiency of members and committees throughout society activities.

36. The Secretary shall:

- a) Conduct the correspondence of the society;
- b) Issue notices of meetings of the society and directors;
- c) Keep minutes of all meetings of the society and directors;
- d) Have custody of all records and documents of the society including Certification of Incorporation, Constitution, Bylaws, Special Resolutions, and except those required to be kept by the treasurer;
- e) Have an up-to-date record of all capital and fixed assets of the society;
- f) Have custody of the seal of the society;
- g) Maintain the register of all members, including special designations;
- h) May in support of the directors appoint;
 - i) Directors to fill board vacancies and
 - ii) Committees for special issues, activities and events

37. Treasurer shall

- a) Keep the financial records, including simple books of account; and
- b) Render financial statements to the directors, members and other when required;
- c) Prepare an annual financial statement for review by the Board prior to the AGM and presented to the membership at the AGM;

- d) Have all records available for the review at general meetings and at other times requested, provide reasonable prior notice;
- e) May appoint:
 - i. Directors to fill board vacancies and
 - ii. Committees for special issues, activities and events

Expenditures:

- a) Special activity and/or event report shall be presented at a posted general meeting for review and approval, prior to any expenses being incurred by The society
- b) Major expenditures (\$500.00 or greater) to be approved at a posted general or special general meeting, motion made, seconded and recorded in the minutes;
- c) The board may approve lesser expenditures as approved by the required cheque writing signatories and including appropriate receipts;
- d) Cheque writing authorization forms will be completed by the executive officers including but not limited to: President, Treasurer, Fire Chief, and Medical Officer for a total of up to four (4) signators;
- e) Cheques shall require two (2) authorized signatures

38. Directors (minimum four)

- a) There shall be two (2) directors from general membership and the Fire Chief and Medical Officer.
- b) The executive may appoint directors to fill specific board vacancies, from the general membership and/or the Active Emergency Responder membership up to the scheduled AGM
- c) Directors may appoint committees for special activities and events
- d) Committee members to have membership status only and assume no additional authority for the society
- e) In the absence of the secretary and/or treasurer from a meeting, the directors shall appoint another person to act as a secretary or treasurer at the meeting.
- f) Executive is defined as President, Fire Chief, Medical Officer and Treasurer.

PART 8 SEAL

39. The directors may adopt seal for the society and substitute a new seal.
40. The seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed, in the presence of the President and the secretary

PART 9 BORROWING

41. In order to carry out the purposes of the society the directors may, on behalf of and in name of the society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.
42. No debenture shall be issued unless authorized by a special resolution.
43. The members may by special resolution restrict the borrowing powers of the directors

PART 10 PROFESSIONAL ACCOUNTANT

44. Part 10 only applies where:
 - a) The Societies Regulations require the society to have a professional Accountant, or
 - b) The Society has resolved to appoint a professional accountant.
45. As applicable, at each annual general meeting the society shall appoint a professional accountant.
 - a) The directors shall appoint a professional general accountant to serve until the first annual general meeting.
 - b) The directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting to the next.
 - c) A professional accountant may be removed by ordinary resolution.
 - d) No director and no employee of the society shall act as a professional accountant.

PART 11 MEETING NOTICES TO MEMBERS

46. A notice may be given to the registered membership, by public notice posting of agenda in a minimum of three (3) community notice boards, one of which being at the exterior of the Marsh Lake Firehall meeting place.
47. A notice may be given to a member, by personal delivery, email, phone or by mail to the member's registered address.

PART 12 DISSOLUTION

50. In the event of dissolution of the society, the assets remaining after all debts have been paid or provision for payment have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies, as is determined by a special resolution of this society.

PART 13 CHANGING OF BY-LAW

51. Changing of By-Law

- a) The society may amend by-laws by special resolution but the change is not effective until filed with and approved by the registrar.
- b) An amendment to the by-laws shall be made by deleting, substituting, or adding entire articles.
- c) The notice of a meeting at which a special resolution to change the by-laws by vote of the membership, shall:
 - i) state the identifying numbers of the articles to be deleted , if any and
 - ii) the entire text of the articles to be substituted or added

PART 14 MLESS Special By-Laws

52. A copy of the current Constitution and By-laws shall be posted inside the Fire Hall for Public review and made available upon written request and as approved by the executive.

53. Any dispute concerning the interpretation or application of the by-laws, or any dispute concerning the arbitration under the Arbitration Act of the Yukon

54. Tax & Charitable Societies:

- 1) Generally exempt from Federal Income Tax as a non- profit organization (para 149, 1, L)
- 2) GST guidelines apply
- 3) No receipts shall be issued by the Society for charitable donations.

55. Fire Chief

- a) To maintain:
 - i) Mission Statement
 - ii) Standard operating guidelines (SOG) Manual
 - iii) Health & Safety manual
 - iv) Professional development register
 - v) Membership records indicating special designations
 - vi) Procurement records
 - vii) Site and equipment operations and maintenance records
 - viii) Response records
- b) To hold the office of a director on the Board and attend all society meetings

56. The annual membership dues shall be determined at the annual general meeting of the society.

57. Special events and fund raising shall be coordinated by an appointed director.

- a) The executive at the first regular meeting of the new year will appoint a Special Events and Fund Raising Director.
- b) The director and appointed committee(s) will be responsible for the preparation of a calendar of events and budget for the year to be presented at a general meeting and resolution vote on by the registered membership.

58. A mailbox shall be maintained.

Review of Amendments - Sept 19 and through final review and re-write

Part 5, Section 19 – More detail

Part 5, Section 22 - Election & Appointment – P, VP, C, DFC – by election

Part 5, Section 22 - c) note Appointments by the Board Part 6; Section 28 – Quorum – may require some further consideration??

Part 11, Section 46 – questioned during rewrite due to Extensive notice requirements???

Part 14 – Section 55 – Item I) removed entirely

1st Responders changed throughout – Active Emergency Responder(s)

Constitution amended September 2000

From October 2, 1989 Form 1 Application for

Incorporation of a Society – “Constitution & Bylaws” under Schedule A of the Societies Act. – Parts 1 through Part 14, Section 1 through Section 58

Review of Amendments – Nov 2006

Intro – Year- End changed to March 31

Intro – Name changed to Marsh Lake Emergency Services Society (from Marsh Lake Fire Rescue Society)

Part 2– Clarification of membership

Part 3 – Clarification of meeting notices

Part 5. Voting by phone or email

Part 5 – Election of FC, DFC, MO, DMO

Part 5 – Term of FC and MO = 2 years

Part 5 – Returning Office and ballot based voting process defined

Part 7 – Definition of Executive to include FC and MO

Part 11 Meeting notices simplified