

Potluck Food Club Yukon

Bylaws

NAME OF THE SOCIETY

1. Potluck Food Club Yukon

PURPOSE OF THE SOCIETY

2. The purpose of the Society is to support our members to acquire healthy, affordable food and activities that support local food production and food security.

ADDRESS OF THE SOCIETY

3. The operations of the Society will take place in the Yukon. The physical address of the Society is 81 Ten Mile Road, Yukon. The postal address is Box 31344, Whitehorse, Yukon Y1A 5P7.

MEETINGS

4. (1) The annual general meeting shall be held annually after the fiscal year end and no later than the last day of the anniversary month (fourth month following the fiscal year end) of the Potluck Food Club Yukon, at such hour and place as may be determined by the Board of Directors. Members will be informed by e-mail, at the e-mail address last registered, and the information will be posted on the Potluck Food Club Yukon website. The notice must state the hour, day, and place of meeting. Agenda items will include, but not be limited to:
 - a. Election of directors
 - b. A report covering all the activities of the Potluck Food Club Yukon for the preceding twelve months
 - c. Financial reports;
 - d. Appointment of an accountant or auditor as required by the Societies Act, or waiving of review or audit;
 - e. Amount of the annual membership fee;
 - f. Other business as may be deemed necessary.
- (2) A special general meeting of the Potluck Food Club Yukon may be called at any time by the Directors, whenever they deem necessary or advisable. It shall be necessary for the Directors to call a special general meeting whenever requested to do so in writing by twenty per cent or more of the members. Any such written request shall state clearly the nature of the business to be transacted at such meeting. If upon request the Directors do not within fourteen days proceed to call a special meeting of the Potluck Food Club Yukon, the members making the request or any other members of the required number, may themselves call the said meeting.

- (3) At least ten days' notice, and not more than 60 days notice, of every special general meeting shall be given, by e-mailing a notice to each member, at the e-mail address last registered, and posting the information about the meeting on the Potluck Food Club Yukon website. The notice must state the hour, day, and place of meeting, and in the event of a special meeting, the nature of the business to be transacted.
- (4) At least 21 days' notice, and not more than 60 days notice, of every meeting at which an special resolution is to be proposed shall be given, by e-mailing a notice to each member of the Potluck Food Club Yukon, at the e-mail address last registered and posting the information about the meeting on the Potluck Food Club Yukon website. Any change to the Co-operatives bylaws is considered an special resolution. The notice must state the hour, day, and place of meeting and the text of the special resolution.
- (5) Special Resolution means, unless another meaning is set out in the Act, a Resolution that must be passed by the 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; or a resolution unanimously agreed to in writing by all the Members who would have been entitled to vote at a General Meeting.
- (6) At the annual or any general meeting, 20% of the registered members of the Potluck Food Club Yukon, shall be considered a quorum. If within 30 minutes from the time appointed for any meeting of the association, a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved. In any other case, the meeting will be adjourned to the same day of the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, those present at the time consist of a quorum and are empowered to transact the business to be brought before the meeting. If such resolution is passed by a majority vote of members present and recorded in the minutes, the meeting shall then proceed and those members present shall constitute a quorum.
- (7) Decisions will, whenever possible, be made by consensus. If, after good faith, effort and discussion at one or more meetings, consensus on an issue cannot be achieved, the issue shall be decided by a majority decision. At all meetings of the Potluck Food Club Yukon each member in good standing shall have one vote. No proxies shall be allowed.
- (8) All meetings of the Potluck Food Club Yukon or the Board of Directors shall be held within Yukon unless prior written approval to the contrary is obtained from the Registrar.

DISPOSAL OF ASSETS UPON DISSOLUTION

5. Upon dissolution of the Potluck Food Club Yukon, the assets of the Society will be distributed to organizations having purposes similar to or congruent with the purposes of the Society, and those organizations will be decided by the board of directors.

MEMBERSHIP

6. (1) Members of Potluck Food Club Yukon are the applicants for incorporation of the Potluck Food Club Yukon or those who subsequently become members. Life-time members of the Potluck Food Club Yukon are recognized as life-time members of the Potluck Food Club Yukon. To become a life-time member of the Potluck Food Club Yukon after incorporation of the Society, a person must purchase a life-time membership and complete a registration form with their name and contact information. This membership gives the member membership in the Potluck Food Club Yukon as long as the Potluck Food Club Yukon exists.
- (2) To become an annual member of the Potluck Food Club Yukon, a person must purchase an annual membership and complete a registration form with their name and contact information. This gives the member membership for the calendar year in which the annual membership is purchased, except as follows: when an annual membership is purchased after September 30, it is valid until the end of the following calendar year. Every member shall uphold the constitution and comply with these bylaws.
- (3) Persons shall be considered members in good standing if they are paid up members in the calendar year as required under 6(1) or 6(2).
- (4) When a person has paid accumulated membership fees totalling the cost of a life-time membership, they will be issued a life-time membership.
- (5) An individual shall cease to be a member of the society
 - (a) by delivering a resignation in writing to the secretary or secretary-treasurer of the society or by mailing or delivering it to the address of the Society;
 - (b) on death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
- (6) Members may be expelled from the Potluck Food Club Yukon by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member 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 to a vote.

- (7) Minutes of the members' and Board of Directors' meetings (excluding matters of a confidential nature) and financial reports will be made available to members upon request, within a reasonable time frame and in a reasonable manner.
- (8) Any member may examine the records of the society
 - (a) during the 30 minutes prior to the commencement of business at any general meeting;
 - (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
 - (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

ELECTIONS

7. (1) Any member in good standing, and at least 18 years of age, shall be eligible to be elected a Director of the Potluck Food Club Yukon.
- (2) No person holding office in the Potluck Food Club Yukon shall be eligible to be elected as Auditor or Accountant of the Potluck Food Club Yukon.
- (3) Candidates for the positions of Directors shall be nominated openly and at a general meeting, and shall be deemed a Director by election.

OFFICERS

8. (1) The Board of Directors shall consist of a minimum of three directors and a maximum of fifteen directors. Terms of office may be staggered to allow for continuity on the Board.
- (2) The Board of Directors shall meet immediately after each annual meeting, and appoint a President, a Vice-president and a Secretary-Treasurer or Secretary and Treasurer, who shall be Directors.
- (3) The president shall, except where these by-laws provide otherwise, preside at all meetings of the society and of the directors.
- (4) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

- (5) The vice president shall carry out the duties of the president during the president's absence.
- (6) Where the society has a secretary, 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 except those required to be kept by the treasurer;
 - (e) have custody of the seal of the society; and
 - (f) maintain the register of members.
- (7) Where the society has a treasurer, the treasurer shall
 - (a) keep the financial records, including books of accounts; and
 - (b) render financial statements to the directors, members and others when required.(3) When the society has a secretary-treasurer, that person shall carry out the duties in both subsection (6) and (7).
- (8) In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

BOARD OF DIRECTORS

9. (1) The Board of Directors shall direct and supervise the business of the Potluck Food Club Yukon and will conduct their business in a responsible and transparent manner.
- (2) All dealings will be transparent with open communication among Directors, including adequate notice of meetings and agendas, and the timely distribution of minutes. Quorum at directors meetings shall be one-half the directors then in office.
- (3) The Board of Directors shall hold regular meetings at times and locations chosen by the Directors. Directors' meetings shall be open to all members. When an issue of a confidential nature is to be discussed (for example, a staff issue), members may be excluded from the discussion of specific items on the agenda, as well decisions of a confidential nature may be omitted from the minutes distributed to members. Decisions will, wherever possible be made by consensus. If, after good faith, effort and discussion at one or more meetings, consensus on an issue cannot be achieved, the issue shall be decided by a majority of votes.
- (4) The Directors may by resolution, appoint such managers or other officers as they deem necessary for the conduct of the affairs and business of the Potluck Food Club Yukon defining their duties and fixing their remuneration.

- (5) In case a Director fails to attend three consecutive meetings of which the Director has been notified, and their absence has not been explained to the satisfaction of the Board, then their position shall be declared vacant. This may be appealed at a meeting of the members of the Potluck Food Club Yukon. If confirmed by the members, or if not appealed by the Director in question, their position shall be declared vacant, and another member shall be appointed by the Board to take their place for the remainder of their term.
- (6) If a Director resigns or is unable to continue in office for any reason, other than in (5) above, the Board may by resolution declare their office vacant and appoint another member to take their place for the remainder of their term.
- (7) The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- (8) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- (9) Directors of the Potluck Food Club Yukon shall be indemnified and saved harmless by the Society from and against;
 - a) any liability and all costs, charges and expenses that the Director sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against a Director for or in respect of anything done or permitted by a Director in respect of the execution of the duties of office so long as the person who incurred the liability or damages:
 - i) acted honestly and in good faith with a view to the best interests of the Potluck Food Club Yukon; and
 - ii) had reasonable grounds for believing that their conduct was lawful in the case of a criminal or administrative action or a proceeding that is enforced by a monetary penalty;
 - iii) and that (i) and (ii) are agreed to at a meeting of members;
 - b) and all other costs, charges and expenses that a Director sustains or incurs in respect of the affairs of the Potluck Food Club Yukon

AUDIT OR REVIEW

December, 2019

- (1) The report of the Auditor or the Accountant shall be presented by the Board of Directors at the annual meeting of the Potluck Food Club Yukon, and one duly certified copy shall be forwarded to the Registrar annually after the fiscal year end and no later than the last day of the anniversary month, together with a list of all current directors and officers of the Potluck Food Club Yukon stating their position, name, complete address and the period for which they will act.
- (2) Where the Societies Regulations requires the society to have a professional accountant, or the Society has resolved to appoint a professional accountant.
 - (a) At each annual general meeting the society shall appoint a professional accountant.
 - (b) The directors shall appoint a professional accountant to serve until the first annual general meeting.
 - (c) The directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
 - (d) A professional accountant may be removed by ordinary resolution.
 - (e) No director and no employee of the society shall act as a professional accountant.

BORROWING

10. (1) The Director's of the Potluck Food Club Yukon may authorize the borrowing of money by special resolution from its members and authorize the Board of Directors to establish conditions and terms related thereto.
- (2) The Potluck Food Club Yukon may by special resolution authorize the Board of Director's to obtain a loan from a financial institution.

CHANGING BYLAWS

12. (1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
- (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
- (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
 - (a) state the identifying numbers of the articles to be deleted, if any; and
 - (b) the entire texts of the articles to be substituted or added.

(4) Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the *Arbitration Act* of the Yukon.

SEAL OF ASSOCIATION

13. (1) The Association may have a seal to be approved by the Board of Directors.
- (2) The seal of the Association shall not be affixed to any instrument except by authority of the resolution of the Board of Directors. The President, or Secretary, or Treasurer, or such other persons as the Directors may appoint for the purpose, shall sign every instrument to which the seal of the Association is so affixed in their presence.