



KYAH WIGET EDUCATION SOCIETY BYLAWS

PART I INTERPRETATION

PART I - INTERPRETATION

The name of the society is "Kyah Wiget Education Society" (hereinafter called "the society").

1. In these Bylaws, unless context otherwise requires:

"Directors" means the directors and officers of the society for the time being;

"*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;

"Registered Address" of a Member means the address and email address as recorded in the Register of Members;

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART II MEMBERSHIP

PART II - MEMBERSHIP

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, has not ceased to be members.

a) Any parents with children attending

- i. Witsuwit'en Child and Family Center
- ii. Witsuwit'et Elementary-Secondary School

shall have an absolute right to become a voting member of the society.

b) Any student who has reached 18 years of age, who is attending a Kyah Wiget Education Society funded educational institutes shall have an absolute right to become a voting member of the society.

c) Any employee of Kyah Wiget Education Society shall have a right to become a voting member of the society.

d) Registered membership of Witsuwit'et First Nation, may apply for Associate Membership in the society with such restrictions on their membership as the board of directors may impose.



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2. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
3. Every member must uphold the constitution, live within 100 kilometers of Witset, and comply with these bylaws.
4. A person ceases to be a member of the society:
 - a) By delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - b) On his or her 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.
5. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART III PROCESS FOR ESTABLISHING A MEMBERSHIP LIST

PART III PROCESS FOR ESTABLISHING A MEMBERSHIP LIST

1. All individuals who are eligible to become a Member and will have the opportunity to apply for membership.
2. An application for membership in KWES will be circulated to all eligible persons (newsletter, public posting, website etc) 60 days prior to the KWES Annual General Meeting.
3. The Board of Directors will be responsible for accepting, approving and maintaining a membership list.

PART IV MEETINGS OF MEMBERS

PART IV - MEETINGS OF MEMBERS

1. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.



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PART V PROCEEDINGS AT GENERAL MEETING

3. The first annual general meeting of the society must be held not more than 15 months after that date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
4. The directors may, when they think fit, convene an extraordinary general meeting. Notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.

a) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART V - PROCEEDINGS AT GENERAL MEETING

1. Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order, and;
- b) All business conducted at an annual general meeting, except the following:
 - The adoption of rules of order;
 - The consideration of the financial statements;
 - The report of the directors, by the chair;
 - Report of program managers
 - The report of the auditor, if any;
 - The announcement of directors;
 - The appointment of the auditor, if required;
 - The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum of society members, 50% +1 of the society membership, is not present.

(1) If at any time during general meeting there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.



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	<p>(2) A quorum of directors is five (5) directors present or greater number that the members may determine at a general meeting.</p> <p>3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned the same day in 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, the members present constitute a quorum.</p> <p>4. Chair and vice chair may appoint ED to chair general meetings.</p> <p>5. If at a general meeting there is no Chair Person, Vice Chair Person or other director present within 15 minutes after the time appointed for holding the meeting, and the directors present are unwilling to act as the chair, the members present must choose one of their members to be the chair.</p> <p>6. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>7. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.</p> <p>7.1 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.</p> <p>8. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.</p> <p>9. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote which he or she may be entitled as a member, and the proposed resolution does not pass.</p> <p>(1) A member in good standing present at a meeting of members is entitled to one vote.</p> <p>(2) Voting is by show of hands.</p> <p>(3) Member voting by proxy is not permitted.</p> <p>10. Members may participate in meetings electronically, provided the society has the technology available and electronic participation has been approved by the directors.</p>
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PART VI - DIRECTORS

PART VI - DIRECTORS

- a) The Society is not obligated to provide the means for electronic participation at members' meetings.
- b) The Society is not obligated to approve electronic meeting participation.

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject nevertheless, to:
 - a) All laws affecting the society,
 - b) These bylaws, and
2. Rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.
3. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
4. The Chair Person, Vice Chair Person, secretary, and one or more other persons appointed or elected directors are the directors of the society.
 - (2) The number of directors shall be seven (7) or such greater number as determined at the annual general meeting, and no employee shall be a director, aside from teacher rep.
5. Five (5) clan appointed directors, at an annual general meeting, shall retire from office at the annual general meeting two (2) years from their original appointment date, when their successors shall be announced. Each appointed director shall hold office for a period of two (2) years, with provision to continue as director, at discretion of clan matriarchs.
6. One (1) teacher nominated director shall retire from office at the annual general meeting one (1) year from their original nomination date, when their successors shall be appointed. Appointed director shall hold office for a period of one (1) year, with provision to continue as director, at discretion of KWES teachers. As well, this appointee must recognize greater degree of perceived, potential, or real COI.
 - a) The initial directors will be elected or appointed by the membership in accordance to bylaw PART VI Section 6.



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b) Separate appointments shall be held for each rep to be filled.

7. An appointment may be acclamation, otherwise it shall be by majority.

Appointed positions and terms of office are:

- a) An appointee of the Witset First Nation (WFN) Band Council –2 years Appointed by WFN chief and council upon each election
- b) An appointee of the Likhsilyu clan as decided by Matriarchs and agreed by Dini ze', Ts'ake ze'
- c) An appointee of the C'ilhts'ekhyu clan as decided by Matriarchs and agreed by Dini ze', Ts'ake ze'
- d) An appointee of the Tsayu clan as decided by Matriarchs and agreed by Dini ze', Ts'ake ze'
- e) An appointee of the Likhts'amisyu clan as decided by Matriarchs and agreed by Dini ze', Ts'ake ze'
- f) An appointee of the Gidim't'en clan as decided by Matriarchs and agreed by Dini ze', Ts'ake ze'

shall be automatically appointed directors of the society and shall hold office during their respective two (2) year term as determined by their membership at Annual General Meeting.

8. The directors may at any time and from time to time appoint an alternate as a director to fill a vacancy in the directors.

- (1) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re- election at the meeting.
- (2) The Directors may remove a Director from the Board if that Director has missed 3 meetings in a row without good reason
- (3) If a director resigns his or her office or otherwise ceases to hold office, clans, teachers, or elected Chief and Council, must appoint a member to take the place of the former director.
- (4) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

9. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may appoint a successor to complete the term of office.



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PART VII PROCEEDINGS OF DIRECTORS

10. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part VII – PROCEEDINGS OF DIRECTORS

- 1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- 3) At the first meeting of Directors immediately following an Annual General Meeting, the Directors will choose from among their members a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The position of Secretary and Treasurer can be held by the same Director. At this time, the Directors shall also sign a Directors Code of Conduct and Oath of Confidentiality, as well as review COI.
- 4) The director appointed Chair is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice chair person must act as chair, but if neither is present the directors present may choose one of their members to be the chair at the meeting.
- 5) A director may at any time, and the secretary, on request of the director, must, convene a meeting of the directors.
- S) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - a) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report any act or thing done in exercise of those powers to the earlier meeting of the directors held after the act or thing has been done.
 - b) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their members to be the chair of the meeting.



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- c) The members of a committee may meet and adjourn as they think proper
- 6) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the 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.
 - a) A notice of meeting of directors is not required to be sent to that director, and
 - a) Any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 7) A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.
- 8) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 - a) In the case of a tie vote, the chair does not have a second or casting vote.
- 9) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 10) A resolution in writing, signed by all the directors and placed within the minutes of the directors, is a valid and effective as if regularly passed at a meeting of directors.

PART VIII DUTIES OF OFFICERS

PART VIII - DUTIES OF OFFICERS

1. The Chair Person presides at all meetings of the society and of the directors
 - a. The chair person must supervise the other officers in the execution of their duties.
2. The vice-chairman must carry out the duties of the Chair Person



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during the president's absence.

3. The Secretary must do the following:

- 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 directors except those required to be kept by the treasurer;
- e) Have custody of the common seal of the society;
- f) Maintain the register of the members.

4. The Treasurer appointment will be a designated to the finance officer for the society.

- a) Keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- b) Render financial statements to the directors, members and others when required.
- c) Adhere to all applicable privacy laws.

5. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- a) if a secretary treasurer holds office, the total number of directors must not be less than FIVE (5)
- b) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at that meeting.

PART IX ACCESS TO RECORDS

PART IX - ACCESS TO RECORDS

- 1. Directors may restrict or define public and member access to society financial records and directors meetings minutes.
- 2. Directors will adhere to Federal and Provincial Privacy Law.
- 3. Society will post audited financial statements on the kyahws.ca website.

PART X SEAL

PART X - SEAL

- 1. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.



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PART XI BORROWING

2. The common seal must be affixed only when authorized by a resolution of the directors and then only in the present of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or present and secretary treasurer.

PART XI - BORROWING

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
1. A debenture must not be issued without the authorization of a special resolution.
2. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART XII AUDITOR

PART XII- AUDITOR

1. This part applies only if the society is required or has resolved to have an auditor.
2. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
3. At the first meeting immediately after annual general meeting, the Directors must appoint an auditor to hold office.
4. An auditor may be removed by ordinary resolution.
5. An auditor must be promptly informed in writing of the auditor's appointment or removal.
6. A director or employee of the society must not be its auditor.
7. The auditor may attend general meetings.

PART XIII NOTICE TO MEMBERS

PART XIII - NOTICE TO MEMBERS

1. A notice may be given to a member, either personally, electronically (email) or by mail to the member at the member's registered address - or by further advanced methods developed by Kyah Wiget Education Society.



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PART XIV BYLAWS

2. A notice may be sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in providing that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.
3. Notice of a general meeting must be given to:
 - a) Every member shown on the register of members on the day notice is given, and
 - b) The auditor
 - a) No other person entitled to receive a notice of general meeting.

PART XIV – BYLAWS

1. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of society.
2. These bylaws must not be altered or added to except by special resolution.