



# Kaska Dena Council

## **NOTICE OF ANNUAL GENERAL ASSEMBLY**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of  
KASKA DENA COUNCIL (the "KDC")

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WILL BE HELD ON:  
**JULY 3<sup>RD</sup>, 4<sup>TH</sup>, 5<sup>TH</sup>, 2018 BETWEEN 9:00 AM AND 4:30 PM**  
AT:  
**KWADACHA COMMUNITY CENTER, FORT WARE BC**

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Notice is hereby given to all members that the ANNUAL GENERAL ASSEMBLY of the KDC will be held on the dates and times at the location specified above for the following purposes:

1. To receive the financial statements of the KDC for the year ended 2017.
2. To provide members with reports from the KDC executive and negotiation team.
3. To vote on certain special resolutions (the "Special Resolutions") involving amendments to the Bylaws of the KDC to transition to the new Societies Act.
4. To transact such other business as may be brought properly before the meeting.

Please note the following documents form part of this notice:

- The proposed changes to KDC Bylaws to transition to the new *Societies Act* and address practical matters identified by one or more KDC directors;
- A draft special resolution to amend the KDC Bylaws as per above.
- A draft directors' resolution approving the filing of the transition application; and
- A memo from our legal advisor explaining the proposed changes to the KDC Bylaws.

KASKA DENA COUNCIL

**TO:** KASKA DENA COUNCIL MEMBERS  
**FROM:** MAYA STANO  
**SUBJECT:** DRAFT AMENDMENTS TO KASKA DENA COUNCIL BYLAWS  
**DATE:** MAY 24, 2018

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We have prepared draft amendments to the Kaska Dena Council (“**KDC**”) Bylaws, which amendments are described below:

### Transition to new *Societies Act*

In 2016, British Columbia amended the regulatory regime for societies registered in the Province by repealing the former *Society Act* and enacting the new *Societies Act*. This new Act, which governs how societies (not-for-profit corporations) are created and run in BC, includes significant updates to allow for more flexibility in how societies operate, while still protecting the public interest. All existing BC societies must transition to the new Act, or face possible dissolution.

Accordingly, we have proposed revisions to the KDC Bylaws to align it with the new *Societies Act*. These revisions include notice periods for general meetings, provisions for remuneration of directors, and eligibility for directors.

### Other Proposed Amendments

In addition to the amendments required to transition the KDC Bylaws to the new *Societies Act*, we have drafted amendments to reflect the following requests from one or more existing KDC directors:

- I. new membership eligibility for adopted children – see revised section 2.2(c)
- II. new right to cast votes online – see revised sections 2.9, 3.6, 4.4(d) and 6.3(d)
- III. revised provision on expulsion of members – see revised section 2.7
- IV. revised term and eligibility Executive Officers – see revised sections 5.3(c) and 5.4(e)
- V. revised provision on ability to remove directors – see revised section 5.5

## CONSTITUTION

The purposes of the Kaska Dena Council are:

- a) to represent the interests of all Kaska Dena, especially with respect to the negotiation and settlement of the Kaska Dena land claim;
- b) to promote and protect respect for the land and cultural heritage of the Kaska Dena;
- c) to promote unity and sharing amongst all Kaska Dena;
- d) to assist in the delivery of services including social, economic, cultural and educational programs to Kaska Dena communities;
- e) to promote a community environment wherein all Kaska Dena can enjoy physical and spiritual health and live with dignity and pride;
- f) to work towards the recognition and protection of the Aboriginal rights of all Canadian Indigenous peoples; and
- g) to do all things necessary to achieve the foregoing objectives.

## BYLAWS OF THE KASKA DENA COUNCIL

### PART 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In these Bylaws:

- (a) **"Act"** means the Societies Act (British Columbia) as amended from time to time;
- (b) **"Board"** means the directors of the Society;
- (c) **"Bylaws"** means these Bylaws as altered from time to time;
- (d) **"Constitution"** means the constitution of the Society; and
- (e) **"Society"** means the Kaska Dena Council.

#### 1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

#### 1.3 Conflict with Act or Regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### PART 2 MEMBERSHIP

#### 2.1 Members

Members of the Society are:

- (a) the applicants for incorporation of the Society; and
- (b) those persons who subsequently become members in accordance with section 2.3 of these Bylaws,

and who have not ceased to be members.

#### 2.2 Eligibility for Membership

Membership in the Society is restricted to individuals who:

- (a) are of Kaska ancestry and prior to 1940 were ordinarily resident in or used and occupied the Kaska Dena traditional territory in British Columbia;
- (b) are the descendants of a person described in subsection 2.2(a); or
- (c) are adopted as an aboriginal child pursuant to an approved Kaska policy on adoption by a person described in subsection 2.2(a).

### **2.3 Application for Membership**

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **2.4 Duties of Members**

Every member shall uphold the Constitution and comply with these Bylaws.

### **2.5 Membership Dues**

The amount of the annual membership dues, if any, must be determined by the Board.

### **2.6 Termination of Membership**

A person shall cease to be a member of the Society:

- (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the registered address of the Society;
- (b) on his/her death; or
- (c) on being expelled in accordance with section 2.7 of these Bylaws.

### **2.7 Expulsion of Members**

A member may be expelled by a special resolution of the Board passed at a duly convened meeting of the Board. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion. The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the meeting of the Board before the special resolution is put to a vote.

### **2.8 Membership in Good Standing**

All members are in good standing except a member who has not complied with these Bylaws or who has acted in a manner inconsistent with the Constitution.

### **2.9 Voting Rights**

All members are entitled to one vote at a meeting of the members and on a proposed resolution of the members; however, a member that is not in good standing is not entitled to vote at a meeting of the members, and is deemed to be a non-voting member for the purpose of consenting to a resolution of the voting members, for the duration of the time that such member is not in good standing.

Where the option is available, members may cast their votes on-line.

### **2.10 Forfeiting of a Member**

A member who ceases to be a member forfeits all rights, privileges, or interests arising from membership in the Society.

## **2.11 Honourary Members**

The Board may, on the recommendation of members of the Society or of its own accord, designate, from time to time, certain individuals as honorary members of the Society. Honorary membership carries with it none of the rights and obligations of regular members, and for greater certainty honorary members are non-voting members.

## **PART 3 MEETINGS OF MEMBERS**

### **3.1 Meeting of Members**

General meetings of the members of the Society shall be held at the time and place that the Board decides from time to time. Every general meeting, other than an annual general meeting, is a special general meeting.

### **3.2 Calling Meetings**

The Board may, from time to time and in its sole discretion, convene a special general meeting of the members.

### **3.3 Notice**

Notice of a general meeting must be sent to all the members at least 14 days before the meeting, and the notice shall specify the place, day and hour of meeting, and, in case of special business, the general nature of such special business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

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.

### **3.4 Annual General Meetings**

The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year.

### **3.5 Language**

The business of the Society shall be conducted in the traditional language of any member where that member so desires, with translation services provided to other members present at the meeting.

### **3.6 Consensus and Majority Votes**

Agreement by consensus at all meetings of the members will be encouraged. In cases where consensus cannot be achieved, a three-quarters (3/4) majority vote of those members having the right to vote will be required for the approval of motions.

Where the option is available, members may cast their votes on-line.

### **3.7 Attendance at Meetings**

Persons entitled to attend meetings of the members include all members of the Society and any other person who has the permission of the Board to attend.

### **3.8 Right to Remove**

The Board has the right to expel any person, including members of the Society, from any meeting of the Society, including meetings of members, where that person is deliberately disrupting the meeting and interfering with the flow of business.

## **PART 4 PROCEEDINGS AT MEETINGS OF MEMBERS**

### **4.1 Special Business**

Special business is:

- (a) all business at a special general meeting, except the adoption of rules of order which is ordinary business; and
- (b) all business transacted at an annual general meeting except:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements of the Society presented to the meeting;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election or appointment of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) such other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting, all of which is ordinary business.

### **4.2 Quorum**

- (a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) 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.

- (c) Quorum for any general meeting is twenty-five (25) members, provided that there must be at least three (3) members present from each of the Fort Ware, Muncho Lake, Good Hope Lake, Lower Post and Fireside regions.

#### **4.3 Chair of Meeting**

The Chairperson of the Society shall preside as chairperson of an annual general or special general meeting. Should the Chairperson of the Society be unable or unwilling to do so, the members present at the meeting shall choose someone else to act as chairperson for the meeting.

#### **4.4 Voting and Resolutions**

- (a) All resolutions proposed at a meeting of the members must be seconded and the seconder must be a different person from the mover.
- (b) In case of an equality of votes, the chairperson of the meeting shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not pass.
- (c) The chairperson of a meeting of the members must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- (d) Voting by proxy is permitted as and where such permission is granted in advance of the vote by the Board. In addition, where the option is available, members may cast their votes on-line.
- (e) A matter to be decided at a general meeting must be decided by ordinary resolution (i.e., simple majority) unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **PART 5 EXECUTIVE OFFICERS AND DIRECTORS**

#### **5.1 Directors**

- (a) To be a director of the Society, a person must be:
  - (i) at least 18 years old; and
  - (ii) not disqualified to be a director pursuant to section 44(3) of the Act.
- (b) There shall be nine directors of the Society as follows:
  - (i) the Chief of the Kwadacha First Nation;
  - (ii) the Chief of the Dease River Indian Band;
  - (iii) the Deputy Chief of the Liard Indian Reserve #3 (“**L.I.R #3**”);



- (iv) the Hereditary Chief of the Liard First Nation appointed by the members of the Kaska Nation who reside in the Yukon or British Columbia and who abide by the Hereditary system;
  - (v) a representative appointed by the members of the Society from the Fireside region;
  - (vi) a representative appointed by the members of the Society from the Muncho region; and
  - (vii) the Chairperson and two (2) Vice-Chairpersons.
- (c) In the event that an individual referred to in sub-paragraphs 5.1(b)(i),(ii) or (iii) does not meet the criteria for membership referred to in section 2.2 of these Bylaws, or the criteria for eligibility as director outlined in subsection 5.1(a), then an eligible member shall be appointed as a director from and by the corresponding Council.
- (d) An election or appointment of an individual as a director is invalid unless:
- (i) the:
    - A. individual consents in writing to be a director of the Society; or
    - B. the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; and
  - (ii) the individual signs a resignation letter which resignation will become effective when that individual is no longer a director.

## 5.2 Board Powers

The Board 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 Bylaws, the Act, or otherwise lawfully directed or required to be exercised or done by the Society at a general meeting of the members, but subject to:

- (a) all applicable laws, including the Act;
- (b) these Bylaws; and
- (c) rules, that are not inconsistent with these Bylaws, and that are adopted from time to time by the Society at a general meeting.

For clarity, no rule adopted by the members at a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been adopted.

## 5.3 Executive Officers

- (a) The number of Executive Officers shall be three (3), or a greater number as determined from time to time at a general meeting.

- (b) The Chairperson and Vice-Chairpersons shall be the Executive Officers of the Society.
- (c) Subject to section 5.5 of these Bylaws, the term of office of each Executive Officer is three (3) years.

#### **5.4 Elections**

- (a) The Executive Officers shall retire from office at the annual general meeting held at the end of, or immediately after the expiry of, their three (3) year term, and successors for each Executive Officer position shall be elected at such meeting.
- (b) Separate elections shall be held for each office to be filled.
- (c) An election may be by acclamation, otherwise it shall be by ballot, or by consensus if the members so wish.
- (d) Notwithstanding subsection 5.3 (c) of these Bylaws, if no successor is elected, the person previously elected or appointed continues to hold office until the next annual general meeting.
- (e) A member of the Society is not eligible to hold an Executive Officer position where that member has:
  - (i) been criminally convicted within the past ten (10) years from the election nomination day; or
  - (ii) served in public office during a term when there was a deficit in the audited financial statements for that office or government.

#### **5.5 Removal of Directors**

The Board may by special resolution remove a director before the expiration of such director's term of office.

#### **5.6 Vacancies**

The Board may at any time and from time to time appoint a member as a director or an Executive Officer to fill a vacancy until the next election is held, at which time such member is eligible for re-election. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of directors in office.

#### **5.7 Remuneration of Executive Officers**

The remuneration of the Chairperson and Vice-Chairpersons will be set from time to time by the Board.

#### **5.8 Remuneration of Directors**

The Society may:

- (a) pay remuneration to a director for being a director; and

- (b) subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **PART 6 PROCEEDINGS OF EXECUTIVE OFFICERS/DIRECTORS**

### **6.1 Meetings of the Board**

- (a) A quorum for a Board meeting shall be six (6) directors.
- (b) At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- (c) The Board may hold meetings at such places it deems fit to carry out its business, may adjourn meetings, and may otherwise regulate its meetings and proceedings as it deems fit.
- (d) The Chairperson shall be chairperson of all Board meetings, but if at a meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, a Vice-Chairperson shall act as chairperson of such meeting. If neither is present at a Board meeting, the directors present may choose a director that is present to be the chairperson at that meeting.
- (e) A director may at any time, and the Chairperson, on the request of a director, shall, convene a Board meeting.

### **6.2 Committees**

- (a) The Board may delegate any, but not all, of its powers from time to time and on such conditions it deems fit to committees consisting of members of the Society.
- (b) A committee formed pursuant to subsection 6.2(a) of these Bylaws shall abide to any instructions given, and any rules imposed, by the Board, and shall report every act or thing done in exercise of its powers to the Board within a reasonable period of time and as requested by the Board.
- (c) A committee shall elect a chairperson for its meetings.
- (d) The members of a committee may meet and adjourn meetings as they deem fit to fulfill their responsibilities, subject to any rules imposed by, or instructions given by, the Board.

### **6.3 Votes**

- (a) Questions arising at a meeting of the Board or of a committee shall be decided by a majority of votes. In case of an equality of votes, the chairperson of any meeting does not have a second or casting vote.

- (b) All resolutions proposed at meetings of the Board or of a committee must be seconded, and the seconder must be a different person from the mover. The chairperson of a meeting may move or propose a resolution.
- (c) A resolution in writing, signed by all the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- (d) Where the option is available, votes may be cast on-line.

## **PART 7 DUTIES OF DIRECTORS**

### **7.1 Chairperson**

- (a) The Chairperson shall preside at all meetings of the Society and of the Board.
- (b) The Chairperson is the Chief Executive Officer of the Society and shall supervise the other Executive Officers in the execution of their duties.
- (c) The Chairperson is an ex-officio member of all committees of the Society and is entitled as of right to attend and speak at all such meetings.
- (d) The Chairperson has overall responsibility for Kaska Dena land claims in the Province of British Columbia and the Yukon Territory.

### **7.2 Vice-Chairperson of Finance and Administration**

The Vice Chairperson of Finance and Administration is responsible for:

- (a) accounting on a regular basis to the Executive Officers and Board of monies received and spent;
- (b) acting as custodian of all monies received by the Society and of the Society's seal;
- (c) ensuring that all accounts and obligations that the Society incurs are properly paid;
- (d) preparing and maintaining minutes of meetings of the Society and the Board;
- (e) submitting a complete financial report for the annual general meeting of the Society;
- (f) maintaining an up-to-date record of the membership of the Society, the Board and the Executive Officers;
- (g) carrying out the duties of the Chairperson during his/her absence; and
- (h) carrying out such other responsibilities as may from time to time be assigned by the Chairperson or the Board.

### **7.3 Vice-Chairperson of Research and Land Claims Negotiations**

The Vice-Chairperson of Research and Land Claims Negotiations is responsible for:

- (a) assisting in the negotiation of treaties, land claims agreements and related agreements;
- (b) supervising and directing all support staff engaged in projects related to the land claims negotiations;
- (c) recommending such research undertakings as he/she deems necessary to pursue a successful negotiation of the land claims and any programs flowing therefrom;
- (d) establishing a resource center wherein maps, documentation, genealogical information, social information, and any and all research that will assist the Kaska Dena in planning their future communities can be usefully consulted and safely stored;
- (e) reporting to the Executive Officers, the Board and the members of the Society from time to time with respect to land claims negotiations and research, as requested; and
- (f) carrying out such other responsibilities as may from time to time be assigned to him/her by the Chairperson or the Board.

## **PART 8 BORROWING**

### **8.1 Power to Borrow**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner its decides from time to time.

### **8.2 Restrictions**

The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next annual general meeting. No debenture shall be issued without sanction of a special resolution.

### **8.3 Dissolution**

In case of dissolution, any remaining assets of the Society shall go to a recognized charitable organization.

## **PART 9 AUDITOR**

### **9.1 Application**

This Part 9 applies only where the Society is required or has resolved to have an auditor.

## **9.2 Appointment**

The Society shall elect an auditor at each annual general meeting to hold office until the next annual general meeting.

## **9.3 Removal**

An auditor may be removed by ordinary resolution.

## **9.4 Notice**

An auditor shall be promptly informed in writing of his/her appointment and removal.

## **9.5 Prohibitions**

No director and no employee of the Society shall be an auditor pursuant to this Part 9.

## **9.6 Meeting Attendance**

The auditor is entitled to attend all general meetings.

## **PART 10 NOTICE TO MEMBERS**

### **10.1 Provision of Notice**

- (a) A notice may be given to a member either personally or by mail to such member's registered address and such notice shall also be publicized and delivered to the communities represented by the Kwadacha First Nation, the Deputy Chief and Council of L.I.R. #3, the Dease River First Nation and the Kaska people of the Fireside and Muncho Lake regions.
- (b) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

### **10.2 Recipients of Notice**

Notice of general meeting shall be given to:

- (a) each of the members;
- (b) the auditor, if there is one; and
- (c) each First Nation or community in which a significant number of members reside.

No other person is entitled to receive a notice of general meeting.

## **PART 11 BYLAWS**

### **11.1 Right to a Copy**

On being admitted to membership, each member is entitled to receive upon request, and the Society shall give such member, without charge, a copy of the Constitution and these Bylaws.

### **11.2 Changes**

These Bylaws shall not be altered or added to except by special resolution.

## **PART 12 OTHER MATTERS**

### **12.1 Non-Profit**

The activities of the Society shall be carried on without purpose of profit or gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

### **12.2 Sale of Assets**

In the event that the Society should sell, transfer, convey or assign any interest in land or personal property having a value in excess of ten thousand (\$10,000) dollars as at the date of transfer, the net proceeds or funds due to the Society from such sale, transfer, conveyance or assignment shall only be used for the purpose of acquiring further real or personal property in the name of the Society, and the funds shall not be used for any other purpose.

### **12.3 Wind-Up or Dissolution**

Upon the winding-up or dissolution of the Society, the funds and property remaining after payment:

- (a) of all costs, charges and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator;
- (b) to employees of the Society of any arrears of salaries or wages; and
- (c) of any debts of the Society,

shall be distributed to such charities, registered under the provisions of the *Income Tax Act* (Canada), or such "qualified donees" allowed under the *Income Tax Act* which are charitable at law, in British Columbia with a similar charitable purpose as the Society, as shall be designated by the Board.

Any of such funds or property which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes.

**DIRECTORS RESOLUTION OF  
KASKA DENA COUNCIL  
("SOCIETY")**

The undersigned, being all the directors the Society, hereby consent in writing to the following resolution:

**RESOLVED THAT:**

- A. The Society file a Transition Application containing the constitution, and bylaws of the Society (as amended by Special Resolution of the members), pursuant to the *Societies Act* (British Columbia), with the Registrar of Companies in the form attached hereto as Schedule "A".
- B. Miller Titerle Law Corporation be appointed as the Society's agent to electronically file the Transition Application.
- C. Any director or officer of the Society, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

DATED as of \_\_\_\_\_, 2018.

\_\_\_\_\_  
FRED LUTZ SR.

\_\_\_\_\_  
DANNY CASE

\_\_\_\_\_  
LACEY JOHNNY

\_\_\_\_\_  
RUBY JOHNNY

\_\_\_\_\_  
FRANK LUTZ

\_\_\_\_\_  
GEORGE MILLER

\_\_\_\_\_  
DENNIS PORTER

\_\_\_\_\_  
PETER STONE

\_\_\_\_\_  
DON VAN SOMER



**KASKA DENA COUNCIL  
("SOCIETY")**

**WHEREAS** amendments to the bylaws requires a special resolution of the votes cast by the members of the Society entitled to vote at the meeting.

**WHEREAS** the Board has considered the wording of the by-laws attached as Schedule "A" and recommends that they be adopted by the members and have determined it to be in the best interests of the Society to transition to the *Societies Act* (British Columbia) (the "**Act**"), pursuant to the Act.

**RESOLVED AS A SPECIAL RESOLUTION THAT:** Pursuant to the Act, the Society submit a Transition Application, transition under the Act, and bylaws of the Society be amended as follows:

1. The existing by-laws of the Society are hereby amended and restated by replacing them with the bylaws attached hereto as Schedule "A", with such typographical changes and amendments as may be approved by any one Executive Officer.
2. This special resolution may be signed in counterpart.

Dated as of \_\_\_\_\_, 2018

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Name:

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Name:

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Name:

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Name:

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Name:

\_\_\_\_\_  
Name:

**SCHEDULE "A"**

**Bylaws of Kaska Dena Council**