

\*Note: May 21, 2020 – AGM passed amendment to bylaw to add virtual AGMs. Changes were declined by YG Corp Affairs, as the changes required to be reviewed by a lawyer. Changes should be reviewed by lawyer by March 2022, then submitted to YG Corp Affairs.

## **YCB Constitution**

### **Article I – Name**

The name of the Society is: **Yukon Convention Bureau Society** – hereinafter referred to as “the Society.”

### **Article II – Purpose**

The purpose of the Yukon Convention Bureau is to market the Yukon externally and internally as a convention, meeting and incentive travel destination. The YCB will promote its members by acting as the point of contact to ensure a high standard of service is provided to our clients.

### **Article III – Place of Operation**

The operations of the Society are to be chiefly carried on the in the YCB office currently located at #3-1109 Front St. Whitehorse, Yukon, Y1A 5G4.

## **BYLAWS**

### **Article I – Membership**

1. a/ Members shall pay such annual membership fees as set by the Board of Directors.  
Memberships expire at the end of the fiscal year; however there will be a grace period up to the date of the Annual General Meeting, during which memberships may be renewed and remain in good standing.
- b/ All members are in good standing except those who have failed to pay a current membership fee beyond the grace period, or any other fee due and owing to the Society beyond the normal credit terms of the Society.
2. Any individual, business, or association may become a member of the Society upon registration with the Secretary of the Society at any time.
3. Memberships may be exchanged with other Societies, upon approval of the Board of Directors.

4. Honorary memberships may be granted to individuals by the Society for special services to the Society and/or the Yukon.
5. a/ A member of the Society may be expelled by special resolution passed by the members at a General Meeting. The notice of the special resolution for expulsion will be accompanied by a brief statement of the reason(s) for the proposed expulsion.  
  
b/ The person, business or organization that is the 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. A member of the Society shall cease to be a member by delivering a resignation in writing to the registered address of the Society, upon death or dissolution, on being expelled, or on not being a member in good standing by the Annual General Meeting.
8. Every member shall uphold the Constitution and comply with these bylaws.

## **Article II – Meetings**

1. The Annual General Meeting of the Society shall be held during April, May or June at a time and place to be determined by the Board of Directors.
2. At the Annual General Meeting, the President shall, on behalf of the Board of Directors, present a report on the activities of the Society.
3. At the Annual General Meeting, the Treasurer shall, on behalf of the Board of Directors, present a report and statement on the financial situation of the Society.
4. A Special General Meeting of the Society may be called at any time by a majority vote of the Board of Directors, or shall be called by the President when requested in writing by a minimum of 20% of members in good standing.
5. The Secretary of the Society shall give all members at least one week's notice of every Board Meeting.
6. a/ Notice of a General Meeting shall be given or sent to each member entitled to vote at the meeting, not less than 21 days or more than 30 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.

- b/ Where a special resolution is to be voted on at a General Meeting, notice of the General Meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 30 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting
  - c/ 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.
7. In the absence of the President, the Vice-President shall preside at any General Meeting of the Society. If both the President and Vice-President are absent, the membership shall elect one of the members to serve as chairperson for the meeting.
  8. Each member in good standing shall be entitled to cast a vote on any resolution proposed at a General Meeting. The Board of Directors will be bound by all resolutions passed by the membership at a General Meeting.
  9. Members in good standing will be allowed to assign a proxy vote. The Secretary of the Society must receive proxies in writing at least seven days prior to the General Meeting.
  10. All General Meetings shall be open to the public and no person shall be excluded, except for improper conduct.
  11. Voting, except for the election of officers or directors, is by a show of hands.
  12. A chairperson at any meeting may move or second a resolution. In case of an equality of votes for and against, the chairperson does not have a second or deciding vote and the resolution is defeated.

### **Article III – Quorum**

1. 20% of members in good standing shall constitute a quorum for a General Meeting.
2. If within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and if at that meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
3. A majority of the officers and directors then in office shall constitute a quorum at a meeting of the Board of Directors or Executive Committee.

4. A majority of the current committee members shall constitute a quorum at a committee meeting.

## **Article IV – Board of Directors**

1.
  - a/ There shall be a Board of Directors consisting of seven (7) voting members elected by the membership at the Annual General Meeting. The Board of Directors shall consist of three (3) officers, namely a President, Vice-President, and a Secretary/ Treasurer, and four (4) directors.
  - b/ A eighth position shall be held by the immediate Past President of the Society, who sits ex-officio. In the event that the President then in office takes an additional term, the position of Past President becomes vacant.
  - c/ The Board of Directors shall also include non-voting advisors as outlined in Article IV – 2 or as deemed necessary by the Board of Directors.
  - d/ The Past President shall sit as a Non voting member and thus; this allows for the 1 year ‘break period’ and can apply for a board position after their 1 year as Ex-officio.
2.
  - a/ One representative from each community holding a membership may be appointed by their community to sit as a non-voting advisor on the Board of Directors.
  - b/ One representative from each funding Government Agency or Department may be invited to sit as a non-voting advisor on the Board of Directors.
3. Any director who misses two (2) consecutive meetings, or three (3) within a year, without proper notification or just cause may be dismissed from the Board of Directors.
4.
  - a/ No Board Member shall receive remuneration for holding office. Expenses incurred in fulfilling Board duties shall not be the responsibility of the Society, unless incurred while representing the Society officially and approved in advance.
  - b/ All directors and paid positions of the Society shall be ineligible for prizes or contests sponsored by the Society.
5. No member of the Society shall hold any one position on the Board of Directors for more than three years, or any combination of positions for more than five years. A member retired from the Board of Directors under this clause must remain off the Board for a period of one year.

6. Candidates for election to the Board of Directors must be members in good standing and nominated by two other members in good standing. Nominations will be accepted at the registered office of the Society prior to the Annual General Meeting and from the floor during the meeting. Candidates not present at the meeting must consent to the nomination in writing prior to the election.
7. The Board of Directors shall be responsible for conducting the business of the Society and its affairs.
8.
  - a/ The President shall preside over all meetings of the Board and will be an ex-officio member of all committees established by the Board of Directors.
  - b/ The Vice-President shall perform all of the duties of the President in the event of the President's inability to act or upon the direction of the President.
  - c/ The Secretary/Treasurer shall be responsible to the Board for the financial operations of the Society , oversees the preparation of an annual budget, the expenditures and collections of funds, and prepares an annual statement of the financial situation of the Society.
9.
  - a/ The Board of Directors shall meet from time to time, but not less than six (6) times per year, for the dispatch of business and, subject to these Bylaws, may regulate its meetings as it sees fit.
  - b/ Board meetings shall be open to all members and may be opened to the public at the discretion of the board; however, the Board reserves the right to go 'in-camera' at any time, at its discretion.
10. When a Director resigns, he/she shall do so in writing and his/her position shall be filled by appointment of the Board of Directors at their next scheduled meeting, the appointment expiring at the next Annual General Meeting.
11.
  - a/ A Director of the Society may be expelled by special resolution. The notice of the special resolution for expulsion will be accompanied by a brief statement of the reason(s) for the proposed expulsion and a notice to advise will be sent to the membership.
  - b/ The individual who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Board Meeting before the special resolution is put to a vote.
12. The Board of Directors shall in each year appoint a Professional Accountant of the Society who shall prepare financial statements in accordance with

generally accepted accounting principles and as required under the Societies Act. No director or employee of the Society shall act as the Professional Accountant.

13. a/ The directors shall cease to hold office when their successors are elected at the Annual General Meeting of the Society.
- b/ Separate elections shall be held for each office to be filled.
- c/ An election shall be by secret ballot unless a nominee is acclaimed.

## **Article V – Executive Committee**

1. a/ The Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary/Treasurer, one (1) Directors elected by the Board, and the Past President. The Past President will sit as an ex-officio member.
  - b/ The Executive Committee of the Board of Directors has the power to make decisions requiring immediate attention between Board Meetings, and must formally report to them at the next regular Board Meeting.
  - c/ In the event that a position on the Executive Committee becomes vacant, the Board of Directors shall elect a voting Board member to fulfill the duties until the next Annual General Meeting.
2. The Executive Committee may hire part or full time employee(s) on a term or permanent basis as required by the Society's operations. The duties of the employee(s) shall be defined by the Board of Directors and the employee(s) shall be responsible to the President.

## **Article VI – Committees**

1. The Board of Directors may, from time to time, appoint such committees as it deems necessary for the purposes of the Society.
2. All committees shall include at least one voting member of the Board of Directors. All committees shall consist of the chair plus a minimum of two (2) additional persons. The Chair will be appointed by the Board of Directors.

## **Article VII – Finance**

1. The fiscal year for the Society shall run April 1<sup>st</sup> – March 31<sup>st</sup> .
2. a/ Signing authority will be held by the four Executive Committee members and the Managing Director, as needed to conduct business with the financial institution of the Society.  
  
b/ All disbursements of funds of the Society, except petty cash, an amount to be set annually by the Board, shall be made by check. All check, promissory notes or other negotiable instruments shall be signed on behalf of the society by two of the four Executive Committee members.
3. A draft budget shall be prepared by the outgoing Board of Directors prior to the Annual General Meeting, for approval by the new Board of Directors not later than thirty (30) days following the Annual General Meeting.
4. The Board of Directors may, from time to time at their discretion and in accordance with the provision of the Bylaws of the Society, raise, secure, or borrow any sum(s) of money less than \$10,000 for the purposes of the Society. Sums over \$10,000 require approval of the membership by a Special Resolution.
5. The assets of the Society shall be used and dealt with for its objectives only and in accordance with these Bylaws.
6. The Society may acquire and take by purchase, donation, device or otherwise, land and personal property and may sell, exchange, mortgage, lease, let, improve and develop the same and may erect and maintain any necessary buildings.

## **Article VIII – Amendment of Bylaws**

1. The Bylaws of the Society shall not be altered or added to except by special resolution, provided to the membership 21 days in advance of a general meeting, passed by the membership of the Society, filed with and approved by the Societies Registrar.

## **Article IX – Books and Records**

1. The books and records of the Society may be examined by any member of the Society upon 48 hours notice of the request to the Society.

2. The records and minutes of the Society shall be kept at the registered office of the Society.
3. The Preparation of meeting minutes is made by the Managing Director.

### **Article X – Seal**

1. The Board of Directors may adopt and provide for the safe custody of a seal. The seal shall never be used except by authorization of the Board of Directors and in the presence of two or more Directors, who shall sign every instrument to which the seal is affixed.

### **Article XI – Dissolution**

1. Application for dissolution of the Society may take place only after a Special Resolution has been passed at a general meeting.
2. In the event of dissolution of the Society, all of its remaining assets, after payment of liabilities, shall be distributed to one or more non-profit organizations in the Yukon Territory, with a focus on tourism.

### **Article XII – Disputes**

1. Any dispute concerning the interpretation or application of the by-laws, 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.