

# Yukon Sourdough Rendezvous Constitution and Bylaws

## CONSTITUTION

### Article I - Name

The name of the Society is: Yukon Sourdough Rendezvous - hereinafter referred to as "the Society".

### Article II- Purpose

To provide year round events that:

1. Concentrate on Family and Children oriented activities;
2. Encourage participants as well as spectators;
3. Bring Yukon Communities together;
4. Assist in the promotion of Tourism;
5. Assist with the Economic Development of the Yukon Territory; and
6. Act as a catalyst that assists other non-profits and charities to fundraise.

### Article III - Place or Operation

The operations of the Society are to be chiefly carried on at Unit #12-4230A, 4th Ave, Whitehorse, Yukon Y1A 1K1.

## BYLAWS

### Definitions

The Board of Directors of the Society is hereinafter referred to as "the Board".

The Annual General Meeting is hereinafter referred to as "General Meeting".

A scheduled meeting is any meeting of the board, where a minimum of five (5) business days' notice is provided.

### Article I - Membership

1. Any individual, business, or association may become a member of the Society upon registration with the Secretary of the Society at any time.
  - a) Must be at least the age of majority
  - b) Each category carries only one vote.
  - c) For a business or organization to have a viable membership it must have a current registration number from Corporate Affairs.
  - d) The CEO or ED of a business or organization can enact the vote of that organization
2. Honorary membership may be granted to individuals, businesses, or associations by the Society for special services to the Society and/or Yukon.
3. A member 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
  - c) on having been a member not in good standing for 12 consecutive months.
  - d) by continually (with at least two (2) occurrences) violating any provisions of the articles, bylaws or written policies
  - e) carrying out any conduct that may be detrimental to the Society as determined by unanimous vote of the Board.

4. The Society will work with any member that has a dispute, if unable to find resolution the Society will utilize arbitration and mediation resources.
5. A member may be expelled by a special resolution of the members passed at a general meeting.
  - a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - b) A member who 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.
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 and the member is not in good standing so long as the debt remains unpaid.
7. A member who does not respond to an invitation to a general meeting 24 hours prior to that meeting is automatically considered to have opted out when accounting for quorum.
8. Complimentary memberships may be "traded" with other Societies with the understanding that these memberships are non-voting and agreed upon by the Board of Directors.

## **Article II - Meetings**

1. The Society shall hold a General Meeting of its members every calendar year and not more than three (3) months after the fiscal year end of the Society.
2. 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 60 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.
3. 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 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
4. 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.
5. At the General Meeting, the President shall present a report on behalf of the Board on the activities of the Society.
6. At the General Meeting, the Treasurer shall present a report and a statement on the financial situation of the Society on behalf of the Board.
7. A Special General Meeting of the Society may be called at any time by a majority vote of the Board, or shall be called by the President when requested in writing by a majority of the voting members.
  - a) If a Special General meeting of the Society is called the Secretary of the Society shall notify members in writing not less than 21 days or more than 60 days and the notice shall include the text of the special resolution to be submitted to the Special General Meeting.
8. In the absence of the President, the Vice-President shall preside at any the General Meeting of the Society. If both the President and Vice-President are absent, the members shall elect one of their members to serve as Chairperson for the meeting
9. Each member in good standing shall be entitled to cast one vote on any resolutions proposed at the General Meeting. The Board will be bound by all resolutions ratified by the membership at the General Meeting.
10. All General Meetings shall be open to the public and no person shall be excluded, except for improper conduct.

### **Article III - Quorum**

1. 20% of members in good standing shall constitute a quorum for a general meeting.
2. The lesser of fifty percent (50%) plus one (1) or five (5) of those currently on the Board shall constitute a quorum at a meeting of the Board.
3. A Director may apply for a leave of absence for a maximum of four (8) consecutive meetings by notifying the Secretary of the Society, and the number of Directors for calculating quorum will be reduced by the number of Directors on leave accordingly for the period of the leave of absence only. Written notice must be submitted by the Director to the Secretary of the Board.

### **Article IV- Directors**

1. There shall be a Board consisting of up to sixteen (16) Directors as follows:
  - a) Five (5) members elected at the General Meeting who will serve a one year term,  
Five (5) members elected at the General Meeting who will serve a two year term,  
Five (5) members elected at the General meeting who will serve a three year term.  
The sixteenth position is to be held by the immediate Past President, in the event that the current president takes another term the position becomes vacant.
2. Any Director who misses two (2) consecutive meetings, or three (3) within a year without proper notification or just cause will be dismissed from the Board; the Directors at large will be excluded from this stipulation.
  - a) Directors are required to maintain a 65% attendance record for all scheduled meetings of the Board. Attendance records will include all meetings unattended, regardless of any notification provided. Directors on an official leave of absence are excluded from this stipulation
    - i) Directors will be notified by the Secretary when their attendance approaches a 30% absenteeism.
  - b) Attendance records will reset at the General Meeting
3. One representative from each community in Yukon may be elected by their community to sit as an ex-officio advisor to the Society.
  - a) The Board, at its discretion and in consultation with the community concerned, may appoint such members of the Society who reside in the Yukon community as Directors at large. Such Directors at large will act as liaisons with the communities, may attend meetings of the Board and at their discretion enter discussions without voting privileges. The term of appointment will be for one fiscal year.
4. Officers and Directors shall receive no remuneration for being or acting as an Officer or 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. The only paid positions of the Society are that of the Executive Director and their staff.
  - a. Officers and Directors providing a product or service to the Society, may be paid for their services, under the following conditions:
    - a. Products and Services are being provided under a licensed business name.
    - b. A signed Service Agreement/Contract has been agreed upon between the Society and the Officer/Director
    - c. Preferential treatment will not be awarded to the Director or Officer based on their title. Assignments of Service Contracts will be done in accordance with Operations & Management Policies.

5. All Directors and paid positions of the Society shall be ineligible for prizes or contests sponsored by the Society.
6. All power of the Society shall reside in the Board between the General Meetings of the Society and they shall conduct the business of the Society in a manner consistent with the objectives as set out in the Constitution.
7. Within thirty (30) days after the General Meeting, the Board will by vote, select the following Officers from among their Whitehorse area members to create the executive of the Board a President, Vice-President, Treasurer and Secretary. All Officers will serve at the pleasure of the Board, until the next General Meeting.
  - a) The President shall preside over all meetings of the Board and will be ex-officio member of all Committees established by the Board.
  - 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 Treasurer shall give advice to the Board on all fiscal matters, prepare with the Finance Committee an annual budget, establish a system of fiscal control for expenditures and collections of funds, and prepare an Annual Statement of the financial situation of the Society. All efforts shall be made to ensure that the position of Treasurer be that of a professional person who does not assume any other duties on the Board. While they may delegate certain duties to the Executive Director, they are ultimately responsible.
  - d) The Secretary shall issue or cause to be issued, notices of all meetings of the Board when directed to do so; shall keep minutes of all meetings, and perform such other duties as required by the Board. While they may delegate certain duties to the Executive Director, they are ultimately responsible.
  - e) The Executive Director shall be an ex-officio member of the Executive
  - f) Any Officer of the Board may call an emergency meeting.
    - a. All quorum rules will apply to emergency meetings.
8. Any member from the fifteen (15) elected Board may be empowered by the Board to fulfil the duties of an Officer, save the Executive Director.
9. The Executive of the Board will have all power of the Society between meetings of the Board and they shall conduct the business of the Society in a manner consistent with the objectives as set in the constitution. All decisions of the executive are required to be ratified by the Board within two (2) scheduled meetings.
10. The Board 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. If it is not required in the opinion of the Board, the Board may exclude from its meetings:
  - a) Persons other than Directors
11. When a Director resigns, he/she shall do so in writing and his/her position shall be filled by motion of the Board at their next scheduled meeting, but shall become vacant at the General Meeting of the Society.
12. The members may by special resolution remove a Director before the expiration of the Director's term of office, and may elect a Director to complete the term of office.
  - a. The new Director must meet all qualifications of a Director within thirty (30) days of election.

#### **Article V - Employees**

1. The Board shall appoint an Executive Director, as deemed necessary and fiscally prudent.

2. The Executive Director shall be chief executive employee of the Society and shall be responsible for the employment and supervision of all employees and the affairs of the Society, subject to direction from the Board.
3. The Board shall have the power upon a majority vote to remove any person appointed as Executive Director in compliance with the existing contract.
4. The Executive Director shall be an ex-officio member of the Board and the Executive.
5. The Executive Director shall be an ex-officio member of all Committees

#### **Article VI- Committees**

1. The Directors 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, and 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.
2. The Board shall elect a Chairperson of each Committee; if the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Director(s) present who are members of the Committee shall choose one of their members to be Chairperson of the meeting.
3. The members of a Committee may meet and adjourn as they think proper.
4. The Board will appoint the following Committees within thirty (30) days after the General Meeting. Each Committee will be required to meet at a minimum of four (4) times per year.
  - a. Finance Committee
  - b. Human Resource Committee
  - c. Festival Grounds Committee
5. The Board may, from time to time, appoint such other Committees as it deems expedient for the purposes of the Society. All Committees will serve as a one (1) year term, and will be re-appointed within thirty (30) days after the General Meeting.
6. All Committees shall consist of one member of the Board, and other such persons, including non-members of the Board, as deemed necessary; with a minimum of three (3) members. The Committee shall submit minutes/reports of the meeting to the Secretary for distribution to the Board so they can support the progress of their activities. The Committee Chairperson will be required to present to the Board at minimum every four (4) months

#### **Article VII - Finance**

1. The fiscal year for the Society shall begin on the first (1) day of July in each year and end on the following thirtieth (30) day of June.
2. The Board shall, from time to time, on the advice of the Finance Committee, appoint an accredited financial institution(s) for the Society and authorized said institution(s) to transact all general banking business with the Society.
3. The Board may, from time to time by special resolution with the involvement of members and in accordance with the provisions of the Bylaws of the Society, borrow or raise or secure the payment of any sum(s) of money for the purpose of the Society.
4. The funds and property of the Society shall be used and dealt with for its objectives only and in accordance with these Bylaws.
5. The Society may acquire and take by purchase, donation, devise of otherwise land and personal property and may sell, exchange, mortgage, lease, let, improve and develop the name and may erect and maintain any necessary buildings.
6. All disbursements of the funds of the Society shall be made in accordance with the Societies Financial Policies.

7. Signing authority shall remain in the Executive, including the Executive Director until the election of new Officers.
8. A budget shall be adopted by the Board not later than thirty (30) days following the General Meeting.
9. The annual statement of the financial situation of the Society proposed by the Treasurer shall be presented at the General Meeting.
10. ~~The Board shall in each year appoint an Auditor of the Society who shall be the auditor of the Society until such time as he/she is replaced or his/her appointment is otherwise terminated. The auditor shall prepare financial statements in accordance with Section (30)3 of the Societies Regulations.~~
11. At each general meeting the society shall appoint a professional accountant.
  - a) The directors shall appoint a professional accountant to serve until the general meeting.
  - b) The directors may appoint a professional accountant to fill a vacancy occurring in that office between one general meeting and the next.
  - c) The professional accountant shall prepare the annual financial statements for the Society.
12. The professional accountant may be removed by ordinary resolution.
13. No Director and no employee of the Society shall act as the professional accountant.

#### **Article VIII - Amendments of Bylaws**

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

#### **Article IX - Books and Records**

1. The books and records of the Society may be examined by any member of the Society upon written application to the Society. Within 30 days of the receipt of said written application the Society shall respond.
2. The records and minutes of the Society shall be left in the custody of the Secretary and filed electronically and/or paper within the Society's database systems.

#### **Article X - Seal**

1. The Board shall provide for the safe custody of the seal and the seal shall never be used except by authorization of the Board and in the presence of two or more **Officers** 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 motion to that effect has been passed at a Special General Meeting.
2. Notwithstanding the provisions of Section (2), a motion for dissolution of the Society may only be made after the Secretary has given the members at least 21 days' notice throughout the Whitehorse media of a Special General Meeting including the text of the proposed dissolution motion.
3. In the event of dissolution of the Society, the assets remaining after all debts have been paid or provisions 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.

## **XII**

### **GENERAL ORGANIZATION OF THE SOCIETY**

#### **I Qualifications of the Board**

The Board is elected by and is responsible to the membership; the Board also is responsible to the community of support received. The Special responsibilities of the Board are:

1. To determine principle policies of the Society, in accordance with local and rural community conditions, and the requests of the membership.
2. Exercises trusteeship for property, capital funds and investments.
3. Approves annual budgets and follows acceptable methods for raising necessary funds.
4. Employs an Executive Director, and ratifies the Executive Director. The Executive Director is employed under budget guidelines.
5. Promote the work of the Society through adequate interpretation to the communities.

#### **II Qualifications of Directors**

1. All Directors of the Board shall be "paid" members of the Society, who accept responsibilities for furthering the purpose of the Society.
2. All Directors with signing authority and staff must provide a Certificate of Conduct from the Royal Canadian Mounted Police or a recognized community/provincial/territorial police organization, or be subjected to a positive security clearance. These records are to be held in the strictest confidence by the Society during the period of the service of the Director.
3. Information provided by a Director pertaining to Bylaw II Article 2 is not to be released without the express permission of the Director.

#### **III Responsibilities of Membership**

1. The members shall elect the Board to whom it shall delegate responsibility of the Society.
2. It shall receive annually from the Board, for recommendation and approval, reports of the work done, and any proposed changes in Society's organization or ongoing direction.
3. The membership shall uphold the ideals of the Society and act in the best interest of the Society forsaking that of any other organization or business interests when acting on the Society's behalf.

#### **IV Officers**

##### **President**

The President shall preside at all meetings of the Board, and shall be an ex-officio member with all Committees.

1. Accepts the purpose and is responsible for the Society development and implementation.
2. Has a working knowledge of the Society's Bylaws and Constitution.
3. Endeavour to know and be known by the membership of the Society.
4. Knows the community and stimulates inter-agency cooperation.
5. Works in a partnership with the Executive Director.
6. Conducts Board meetings observing recognized parliamentary procedure, (Roberts Rules of Order) based on an agenda planned with the Executive Director.

7. At a Board meeting casts the deciding vote, only when there is a tie, otherwise the President does not exercise his/her vote.
8. Appoints Committee Chairpersons from the Board, and assigns specific responsibilities to them.
9. Works closely and shares responsibilities with the Vice-President.

#### **Vice-President**

1. The Vice-President shall have all the power and perform all the duties of the President in his/her absence and, in addition, shall perform such other duties as are delegated to him/her.
2. The Vice President will be responsible for the Society Public Relations, including interviews with media and assisting the office with media releases.
3. Develop, maintain and monitor a Board Member Workload directory.
4. Is a full voting member of the Festival Grounds Committee

#### **Secretary**

1. Shall issue or cause to be noticed of all meetings of the Board.
2. Shall take minutes of the Board meetings.
3. Shall keep a record of all Directors attendance to Board Meetings.
4. Shall see minutes, and agendas are typed up, and copies made for Directors at Board meetings.
5. Shall perform such other duties as required by the Board.
6. Contacting Directors regarding meetings, etc.
7. Having copies of minutes, and agendas for Directors.
8. Preparing agenda with President and Executive Director.
9. Monitors Bylaws and Policy Statements on an ongoing basis to insure appropriateness.
10. Monitors annually all Trademark Registrations to insure appropriate registrations; must initial annually.
11. Maintain the membership directory
12. Is a full voting member of the Human Resources Committee

#### **Treasurer**

1. Give advice to the Board on all financial matters.
2. Prepare with Finance Committee an Annual Budget.
3. Establish a system of financial control for expenditures and collection of funds.
4. Prepare an Annual Statement of financial standing of the Society.
5. Prepare and train Executive Director on what is required on a daily basis from the office.
6. Monitor expenditures for the President to insure adherence to budget.
7. Provide monthly financial statements to the Board
8. Is a full voting member of the Finance Committee

#### **Director(s)**

1. Are appointed at the General meetings.
  - a. Directors may be appointed, as positions become available, in the time between General Meetings, but the position shall become vacant at the next General Meeting.
2. Accepts the purpose and is responsible for the Society development and implementation.
  - a. Assists in managing Rendezvous events.
  - b. Will aid in off season fundraising
  - c. Continue to work on the Strategic Plan and development of the organization.
3. Responsible to attend Board, general and special meetings regularly and notify the President or Secretary of expected absence.



## **V Employees**

### **Executive Director**

The Board shall appoint an Executive Director, either year round or part time as deemed necessary by the Board. The Executive Director shall be the Chief Executive Employee of the Society and:

1. Follow the policies and bylaws as laid down by the membership and the Board
2. Supervise and employ all employees;
3. Administer the Society's affairs, giving general supervision for all purchases within the limits of the budget, and securing approval of the Board for any deviations from the budgets;
4. Initiate improved methods and procedures in cooperation with the Board and Committee;
5. Attend all meetings of the Board;
6. Carry out responsibilities for relationships with other agencies; and
7. Assume responsibilities for the Societies participation in matter of community concern related to the purpose of the Society.
8. Develop and maintain a succession plan for employees
9. Will be responsible for the development, review and recommendations of all O&M related policies. All policies must be ratified by the Board.

## **VI Definition of Committee**

### **I - Committee**

A Committee is a group of people who are appointed by the Chairperson or the Board to work with staff where applicable and who will:

1. Consider
2. Investigate
3. Report Findings
4. Implement Action
5. The Committee will share responsibility for an area of work designated by the Board. The Committee is aware of the basic Society policy statements.
6. A Committee Member need not necessarily have a "Rendezvous" background or experience, but rather a desire to contribute talent or skill or an in interest to learn a new area.

### **II - Committee Chairperson**

A Committee Chairperson is appointed by the Board; such appointments are for one year.

The duties of the Chairperson include:

1. Preside over all meetings of Committee;
2. Shall provide reports and recommendations to the Board member or staff member assigned to the Committee who will present to the Board;
3. Co-operate with other Committees; and
4. Be responsible for the general orientation of the other Chairperson who succeeds.
5. Has the right to appoint new members as they deem fit, and therefore has the right to dismiss any members they see fit, unless members are appointed by the Board.

- a. Members appointed by the Board, may be dismissed from the Committee by majority vote of the Board.

### **III - Committee Members**

Committee members will be appointed by the Committee Chairperson or the Board, appointments are for one (1) year.

The duties of the Committee include:

1. Attend a yearly orientation meeting and training session to learn more about the Society;
2. Attend Committee meetings regularly, and notify Chairperson of expected absence; and
3. Question procedures and other matters not understood.
4. Fulfill other duties as assigned by the Committee Chairperson

### **IV - Finance Committee**

The Finance Committee shall consist of the Treasurer, a minimum of one (1) other board member, and other such members as the Board or Committee Chairperson shall determine. The President and Executive Director will sit as ex-officio.

This is a mandatory Committee, and the Board shall appoint the Chairperson within thirty (30) days after the General Meeting.

The Finance Committee shall prepare for the Board an Annual Fiscal Budget This Committee shall have responsibilities for the general Supervision of the financial affairs of the Society.

Duties include:

1. Adopts and maintains approved methods of accounting for the Society according to General Accepted Accounting Principles;
2. Draws up the Annual Budget of the Society from budgets submitted by staff;
3. Presents the total budget to the Board;
4. Controls the administration of the budget accepted by the Board;
5. Oversees all funds of the Society;
6. Oversees general investments of the Society;
7. Prepares year-end financial statement for presentation to the Board;
8. Arranges for an Annual Audit, if required, by motion from the membership;
9. Responsible for ensuring the orientation of the Board and Committee in the financial affairs of the Society; and
10. Will be responsible for the development, review and recommendations of all Finance related policies. All policies must be ratified by the Board.

### **VI - Human Resource Committee**

The HR Committee shall include the Secretary, and one (1) other Board member, and other such members as the Board or Committee Chairperson shall determine.

The President and Executive Director will sit as ex-officio.

This is a mandatory Committee, and the Board shall appoint the Chairperson within thirty (30) days after the General Meeting.

The HR Committee shall be responsible for identifying issues and making recommendations to the Board concerning conditions of work, salary rates and general personnel procedures. Within the policies accepted by the Board and in the HR Manual, the HR Committee shall be responsible for policy matters pertaining to staff.

Duties include:

1. Maintain current job description and determine basis of responsibilities and qualifications;
2. Keep informed of prevailing rates of pay in the community, and ensure salary and fringe benefits compare favorably with other agencies;
3. Recommend salary scales and personnel policies involving expenditures to Finance Committee;
4. Evaluate the Executive Director by standards set once a year;
5. Assist the Executive Director in staff evaluations as requested.
6. Approve and consult with Executive Director to ensure a plan for staff administration is current; and
7. Keep informed of labor legislation and trends in personnel administration.
8. Will be responsible for the development, review and recommendations of all HR related policies. All policies must be ratified by the Board

### **VIII - Festival Grounds Committee**

The Festival Grounds Committee shall include the Vice President, and one (1) board member, and other such members as the Board or Committee Chairperson shall determine.

The President and Executive Director will sit as ex-officio.

This is a mandatory Committee, and the Board shall appoint the Chairperson within thirty (30) days after the General Meeting

The Festival Grounds Committee is responsible for identifying needs, developing protocol, and liaising with governments for Festival Grounds events.

Duties include:

1. Meet with stakeholders to identify logistics for the Festival grounds design and needs of the stakeholders.
2. Oversee production of the Festival grounds, meet with volunteers and ensure all aspects of the Festival grounds are met.
3. Meet as a Committee as needed.
4. Facilitate the execution of the Festival Grounds as required for Rendezvous events.
5. Debrief with stakeholders on Festival Grounds based events.
6. Will be responsible for the development, review and recommendations of all Festival Grounds related policies. All policies must be ratified by the Board