



# Association of Yukon Communities Constitution and Bylaws

June 23, 2016

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# CONSTITUTION

## Article 1—Name

The name of the society shall be the Association of Yukon Communities (AYC)

## Article 2—Purpose

The purpose of the AYC is to accomplish the following:

- Further the establishment of responsible government at the community level.
- Provide a united approach to community ambitions and objectives.
- Advance the ambitions and objectives of its member communities by developing a shared vision of the future.
- Represent members in matters affecting them or the welfare of their communities.
- Provide programs and services of common interest to the members.
- Provide a voice to and liaise with the Federation of Canadian Municipalities.

## Article 3—Location of Office and Records

- 3.1 The AYC shall draw its membership from the Yukon Territory and its operations will primarily be limited to the Yukon Territory save for the participation by the AYC in extra-territorial municipal associations and federations and extra-territorial training programs.
- 3.2 The primary office of AYC will be located at 140-2237 Second Avenue, Whitehorse, Yukon, Y1A 0K7.
- 3.3 The preparation and custody of meeting and records will be by the staff of the AYC and held at 140-2237 Second Avenue, Whitehorse, Yukon, Y1A 0K7. Minutes of meetings shall also be posted on line at [www.ayc-yk.ca](http://www.ayc-yk.ca). Members may review records at the AYC office anytime Monday to Friday, 8:30-5:00 pm.

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## BYLAWS

### Article 1—Membership

- 1.1 Members shall be such towns, cities and rural government structures in the Yukon Territory as defined by the *Yukon Municipal Act* as they become members under the provisions of these bylaws.
- 1.2 Associate members shall be any hamlet, local advisory council, unincorporated community or regional structure situated in the Yukon Territory as defined by the *Yukon Municipal Act*, or any Yukon First Nation.
  - 1.2.1 All associate members may attend general, special and board meeting and may have the privilege of the floor, but shall have no vote, nor shall they be entitles to be elected to any office in the AYC.
  - 1.2.2 Notwithstanding 1.2.1 LAC associate members may select one representative, as the representative of all the LAC associate members, to be appointed to the Board of Directors
- 1.3 All applications for membership shall be submitted to the President or the Executive Director of the AYC. Upon payment of the prescribed fees and meeting the requirements of the above sections 1.1 and 1.2, the applicant shall receive a copy of the Constitution and Bylaws and be enrolled as a member or associate member of the AYC.
- 1.4 Annual membership fees shall be set at one percent (1%) of the Comprehensive Municipal Grant received by each member. Fees for associate members for the following year shall be determined by the members at the Annual General Meeting of the AYC.
- 1.5 All membership fees shall be paid in full by July 31 of each year. A municipality may choose to pay membership fees at the rate of fifty percent (50%) by January 31 of each year and fifty per cent (50%) by July 31 of each year.
- 1.6 Members whose membership dues are in arrears will be advised three (3) times in writing from the AYC. The first letter from the AYC will advise the member council of the arrears, the second letter will advise the member council of possible termination of membership if fees are not received by a date stated, and the third letter will advise termination of the membership. The AYC Board of Directors will also pass a motion at the next available Board of Directors meeting to confirm termination of said membership.
- 1.7 Any member or associate member may withdraw from membership in AYC by submitting, in writing, a notice of withdrawal to the President or Executive Director and upon discharging any lawful liabilities upon the books of the AYC

against such member or associate member at the time of withdrawal. Fees for the current year shall be prorated from the beginning of the year to the date of the notice of withdrawal.

- 1.8 Any member or associate member that has withdrawn or forfeited its membership in the AYC shall be reinstated upon complying with the provisions of Section 1.5 and upon payment of current fees and any outstanding liabilities in its name upon the books of the AYC.

## **Article 2—Rights of Members**

- 2.1 Elect and be elected into various posts and/or functions of the AYC.
- 2.2 Participate actively and constructively during General Meeting sessions.
- 2.3 Be informed of the AYC activities by the Executive Board, make propositions and participate in finding solutions to problems faced by the Association.
- 2.4 Receive support on condition of having met-up with all the dues and obligations as per bylaws and policies.
- 2.5 Represent the Association by virtue of the powers conferred to him/her by the Association or in exceptional cases, such as time constraints by the Executive Board.

## **Article 3—Board of Directors**

- 3.1 There shall be a Board of Directors composed of elected officers of the AYC and one director appointed by each member town or village, two directors from each city, and one director for the LAC's.
  - 3.1.1 At the time of appointment of directors, an alternate shall be appointed who will attend the Board or other meeting of the Association when the appointed representative from a community is unable to attend those meetings. The alternate shall have the same rights and privileges of the appointed member.
  - 3.1.2 When the appointed representative or alternate are unable to attend a meeting of the Association, the member municipality may appoint another alternate. The appointment of an alternate must be in writing by the CAO or Mayor and applied only to that board meeting or a specified dated period. The alternate shall have the same rights and privileges of the appointed member.
- 3.2 A member shall appoint a successor to fill a vacancy on the Board of Directors from the elected officials of their respective community. Such appointees shall hold

office until the member notifies the AYC of a replacement or until the appointee ceases to hold municipal office.

- 3.3 The directors shall have such duties and powers as may from time be assigned to them by the members.
- 3.4 An officer or director of the AYC shall cease to hold his or her position if they are nominated as the candidate for a political party or state their intention to run as an independent in a territorial or federal election.
- 3.5 After an unsuccessful candidacy in a federal or territorial election, a former officer may run for election to the Executive Committee at the next election held at an Annual General Meeting.
- 3.6 A former director, after an unsuccessful candidacy in a federal or territorial election, may be reappointed as a board member.

#### **Article 4—Executive Committee**

- 4.1 The officers of the AYC shall be the President, First Vice-President, Second Vice-President and immediate Past President or Vice-President at Large. Together the officers shall form the AYC Executive Committee.
- 4.2 An immediate past-President shall remain an officer of the AYC as long as that person continues to be an elected council member of a member community. If the immediate Past-President ceases to hold elected office, a Vice-President at Large shall be elected in accordance with Section 5.2 or appointed under Section 5.4.
- 4.3 The members of the Executive Committee shall be elected from among all elected officials of member communities and shall hold office for a period of two years.
- 4.4 Notwithstanding Section 4.2, if a member of the AYC's Executive Committee ceases to be an elected municipal official, his/her position on the Board of Directors shall be automatically vacated.
- 4.5 If any vacancies occur on the Executive Committee, all remaining members of the Executive Committee will move up to fill the vacancies if they are willing. For example, in the event the President's position is vacant, the First Vice-President shall assume the duties of the President. In the event the President and First Vice-President's positions are vacant, or if the First Vice-President is not willing to assume the duties of President, the Second Vice-President shall assume the duties of President.

- 4.6 If at any time, the Executive Committee is reduced to less than three members, the President and Board of Directors shall appoint a replacement from elected officials of member communities. Such appointees shall hold office until the next Annual General Meeting or until they cease to retain elected municipal status.
- 4.7 Any officer appointed in accordance with Section 4.5 shall hold office consistent with the terms of elected officers but shall be subject to removal by a majority vote of the member communities at any time.
- 4.8 In the event all members of the Executive Committee fail to retain elected municipal status during an election year, the remaining directors shall appoint a President. Such appointment shall be in effect until the next Annual General Meeting.
- 4.9 The First and Second Vice-Presidents shall perform the duties of the President if the President is absent, disabled or refuses to act and shall have such powers and duties as may be assigned by the members.

## **Article 5—Duties and Responsibilities of Officers**

- 5.1 Through the President, provide leadership and direction in achieving the goals and objectives of the Association.
- 5.2 Adopt policies and guidelines consistent with the aims of the Association.
- 5.3 Oversee the management of the business and affairs of the Association and report to the membership at the Annual General Meeting or other special meetings.
- 5.4 Hire, from time to time, an Executive Director and set the Terms of Reference and Conditions of Employment.
- 5.5 Undertake annually, an appraisal of the performance of the Executive Director and a recommendation on remuneration for the subsequent year.
- 5.6 Understand and consider the obligations undertaken in order to effectively serve the Association and to avoid personal liability.
- 5.7 Understand the nature and extent of the Association's objectives, bylaws and policies.
- 5.8 Attend all Board of Directors' and Executive meetings possible.
- 5.9 Read, prior to meetings, all correspondence, documents and reports on which voting is anticipated.
- 5.10 Review minutes of meetings.
- 5.11 Comply with the duty of confidentiality of the business of the Association.
- 5.12 Attend, when delegated, various meetings with government ministers, officials, municipalities, groups or other organizations.

- 5.13 Represent, when delegated, the Association at conferences and conventions both within and out of the territory.
- 5.14 Recognize the value of the Association's membership and participation on the Board of Directors of the Federation of Canadian Municipalities through continued financial support of the President's attendance at board meetings and annual conventions.
- 5.15 In consultation with the Executive Director, review, approve and recommend to the membership adoption of budgets, financial statements or other financial considerations that come before the Board of Directors.
- 5.16 Through the President, be the spokesperson of the Association, bearing in mind the importance of maintaining, where possible, a positive public profile.
- 5.17 Initiate press releases or other media contacts on issues of topics that are relevant to the purposes of public relations of the Association.
- 5.18 Appoint standing committees, such as the Resolutions' Committee, Nominations' Committee or any other committee that may, from time to time, be necessary for the conduct of the affairs of the Association.
- 5.19 Seek legal or professional opinions, where necessary, on any important matters that may come before the Board of Directors.
- 5.20 The President shall be the Chief Executive Officer of the AYC and shall preside over all meetings of the AYC. The President shall sign all instruments requiring the signature of the AYC along with one of the other designated signatories, as necessary; perform all duties incidental to the office and have such other powers and duties as may, from time to time, be assigned by the members.

## **Article 6—Honoraria**

- 6.1 Honoraria are paid to elected officials and municipal staff for providing particular service to the Association. This does not include occasions such as Board of Directors' meetings where directors represent their communities.
- 6.2 Members of the Executive will be paid honoraria by the Association to attend meetings of the Association including the AYC Annual General meeting.
- 6.3 Honoraria will be paid to elected officials and staff having been authorized by election or motion of the Board of Directors to represent the Association at meetings, conferences or training events.
- 6.4 Honoraria are paid at the rate of \$210/day (more than four (4) hours or \$105/half day (less than four (4) hours. Rates may be adjusted from time to time by the Board of Directors.
- 6.5 Honoraria are not considered a tax-free allowance for incidental expenses during travel, as the Association reimburses members separately for incidentals as well

as meals. Honoraria will be reported as taxable income by T4A to Revenue Canada.

- 6.6 Claims for honoraria may be made in conjunction with other travel expenses or separately.

## **Article 7—Executive Director**

- 7.1 The Executive Committee may hire an Executive Director who shall remain in that position at the pleasure of the Executive.
- 7.2 The Executive Director shall be a full-time employee of the Association and shall be bonded.
- 7.3 The Executive Director shall not have voting rights.
- 7.4 Under the direction of the Executive Committee, through the President, shall administer the affairs of the AYC; prepare annual estimates of income and expenditures; be accountable for general financial control; attend all meetings of the AYC, its directors and executive; and perform such duties and exercise those powers which may be assigned to or vested in him/her by the Executive Committee through the President.
- 7.5 The Executive Director shall have care and custody of all funds of the AYC, shall deposit the same in such bank or banks as the Board of Directors may direct and shall sign or countersign such banking instruments requiring signature.

## **Article 8—Meetings**

### **8.1 Annual and Special General Meetings**

- 8.1.1 The Annual General Meeting of the AYC shall be held in April or May of each year and at such time and place as determined by the Executive Committee.
- 8.1.2 Notice of every meeting of the AYC shall be given by the Executive Director by sending a copy of the notice by ordinary mail or electronic mail to the address of each member community, such notice to be received at least thirty (30) days before the date of such meeting. Notice of Annual and Special General Meetings to consider changes to the bylaws of the AYC shall contain, in addition to the time and place of such meeting, notice of all of the items of business to be dealt with at the meeting.
- 8.1.3 The chair of an Annual or Special General Meeting or a meeting of the Board of Directors shall cause the minutes to be recorded and a copy of the minutes to be stored at the offices of the AYC.

- 8.1.4 A Special General Meeting of the AYC may be called at any time by the President or a majority of Executive members with a minimum of twenty-one (21) days' notice being provided to the membership. In the event the offices of the President, First Vice-President and the Second Vice-President are vacant at the same time, a Special General meeting may be called by the mayors of any two member communities.
- 8.1.5 The quorum for any Annual or Special General meeting of the AYC shall be sixty percent (60%) of the eight member communities.
- 8.1.6 All elected officials of member communities shall be entitled to attend all Annual and Special General Meetings of the AYC, take part in the discussion and vote on all matters coming before the AYC.
- 8.1.7 Associate members may be represented at all Annual and Special General Meetings of AYC. Those representatives may have the privilege of the floor but shall have no vote.
- 8.1.8 Notwithstanding 8.1.7 Each LAC associate member may select one representative to exercise its vote at the AGM.

## **8.2 Meetings of the Board of Directors or the Executive Committee**

- 8.2.1 Called as required.
- 8.2.2 The quorum at any meeting of the Board of Directors or the Executive Committee shall be a majority of the members of the Board of Directors or the Executive Committee.
- 8.2.3 Member communities may include appointed staff officials in their delegations to any meeting of the AYC.

## **8.3 Voting**

- 8.3.1 At every Annual, Board or Special General meeting of the AYC, the chair of the meeting shall be entitled to vote.
- 8.3.2 All questions arising at any meeting of the AYC brought to a motion shall be decided by a majority of all votes cast. In the case of an equality of votes, the motion shall be declared lost and the chair of the meeting shall not have a tie-breaking vote. Every question shall be decided in the first instance by a show of hands but any voting representative may demand that a poll be taken. Such poll shall be taken in such a manner as the chair may direct and may be taken by roll call or by secret ballot.
- 8.3.3 In exceptional circumstances, as determined by the President, meetings of the Board of Directors may be held by telephone, internet or other

electronic means of conferencing, provided that notice of the meeting shall be in writing and delivered, mailed by ordinary post, faxed or emailed to each director at least 48 hours prior to the date of such meeting. No formal notice of meeting shall be necessary if all directors are present or if quorum is present and each absent director waives notice of the meeting before it takes place.

## **Article 9—Standing Committees**

### **9.1 Nominating Committee**

- 9.1.1 A Nominating Committee composed of not less than three or more than representatives of members shall be appointed by the Executive Committee four (4) months prior to the Annual General meeting.
- 9.1.2 The chair of the Nominating Committee shall be the Past President or a member of the Board of Directors.
- 9.1.3 The Nominating Committee shall select and recommend persons for election as officers of AYC in accordance with Article 3 of these bylaws. In all cases, those persons nominated shall give their written consent expressing their willingness to serve. The recommendations of the Nominating Committee shall be submitted to the members of the AYC at the Annual General Meeting.
- 9.1.4 Nominations at an Annual General Meeting may be made from the floor.

### **9.2 Resolutions Committee**

- 9.2.1 A Resolutions Committee composed of not less than three or more than five representatives of members shall be appointed by the Executive Committee during each Annual General Meeting for a period of one (1) year.
- 9.2.2 The chair of the Resolutions Committee shall be the First Vice-President and be appointed by the Executive Committee.
- 9.2.3 Either the Executive or the Resolutions Committee may appoint a subcommittee to deal with specific resolutions.
- 9.2.4 The Resolutions Committee shall review proposed resolutions for format and completeness and categorize them according to the AYC's resolution policy before recommending them to the members.

- 9.2.5 The Resolutions Committee shall submit recommended resolutions to the members of the AYC for adoption at each Annual or Special General Meeting, but emergency resolutions may be presented from the floor.

## **Article 10—Ad Hoc Committees**

- 10.1 Such other committees, including working groups or task forces, as the AYC may require from time to time, may be established by the Executive Committee, the Board of Directors or by Resolution Committee members.
- 10.2 The President is an ex-officio member of all standing and ad hoc committees except the Nominating Committee.

## **Article 11—Execution of Documents**

- 11.1 Cheques, drafts, orders for payment of money, notes, acceptances and bills of exchange shall be drawn, accepted, endorsed and signed jointly by the President, or one of the Vice-presidents and the Executive Director.
- 11.2 Contracts, documents or any instruments in writing requiring the signature of the AYC shall be signed jointly by the President or one of the Vice-Presidents and the Executive Director. All contracts, documents and instruments in writing so signed shall be binding on the AYC without any further authorization or formality. The members of the Executive Committee shall have the power to appoint by resolution any other officer or officers on behalf of the AYC to sign specific contracts, documents or instruments in writing.
- 11.3 The Executive Committee may, in writing, delegate signing authority to a member of the Executive Committee or a staff designate for a specific period of time.

## **Article 12—Accounts**

- 12.1 The fiscal year of the AYC shall be from January 1 to December 31.
- 12.2 The Executive Director shall present a financial report to the members of the AYC at the Annual General meeting.
- 12.3 Not later than September 30 of any year, the Executive Director shall present a proposed provisional budget for the following fiscal year to the Board of Directors for review and discussion.
- 12.4 At the final Board meeting of the year, the Executive Director shall present a draft final budget for the following fiscal year to the Board of Directors for approval. The Board of Directors may in any year appoint an auditor of the AYC, who shall

be auditor of the AYC until such time as they are replaced or their appointment is otherwise terminated.

12.5 Notwithstanding Section 12.4, the AYC shall in any year appoint a professional accountant to conduct a review of the financial records, produce the financial statements for the past fiscal year and be the accountant of the AYC until such time as they are replaced or their appointment is otherwise terminated.

12.5.1 No director or employee of AYC shall act as a professional accountant.

12.6 All accounts and other books and records of the AYC shall be available for inspection by members at the office of the AYC during normal business hours.

### **Article 13—Policy Resolutions**

13.1 Members of the AYC may from time to time develop and approve policies to assist in the administration of the affairs of the AYC.

### **Article 14—Adding, Repealing and Amending Bylaws**

14.1 The bylaws of the AYC may be repealed, varied, added to or amended by a special resolution at any Annual or Special General meeting of the members called for that purpose, provided that notice of the meeting and copies of any proposed changes have been given to the members of the AYC in accordance with the provisions set out in Section 8.2.

14.2 Every special resolution to repeal, vary, add to or otherwise amend these bylaws shall require a seventy-five percent (75%) vote of the members present.

### **Article 15—Borrowing Powers**

15.1 The Executive Committee may, with the approval of a majority of members present at any Annual or Special General Meeting, borrow funds for such capital expenditures as may from time to time be necessary.

### **Article 16—Disposing of Assets**

16.1 In the event of dissolution of the AYC, 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 special resolution.

### **Article 17—Dispute Resolution**

17.1 Any dispute regarding the interpretation or application of these bylaws, the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the *Yukon Arbitration Act*.

### **Article 18—Use of a Seal**

18.1 The AYC shall not have custody or use of a seal.