



**Yukon Historical &
Museums Association**

Yukon Historical & Museums Association Constitution

YUKON HISTORICAL & MUSEUMS ASSOCIATION CONSTITUTION

1. The name of the Society is: Yukon Historical & Museums Association
2. The objectives of the Association are:
 - a. To promote an appreciation of Yukon's history and culture.
 - b. To support the efforts of all individuals and groups which are interested in preserving and furthering the knowledge of Yukon's history and culture.
 - c. To advance the education of Yukoners in matters pertaining to their history, culture and heritage and, pursuant to this, to improve, wherever possible, the levels of training of persons who work in settings with which this Society is concerned.
 - d. To advocate on behalf of Yukon museums and historical societies and assist them in the realization of their goals and objectives.
 - e. To cooperate with government to ensure:
 - i. The protection of Yukon's heritage;
 - ii. That archaeological and other heritage sites in the Yukon are protected and managed;
 - iii. That the Yukon's heritage property is not moved from the Yukon without adequate controls.
3. The operations of the Association are to be carried on throughout the Yukon Territory and chiefly in Whitehorse.

BYLAWS YHMA BY-LAWS (as amended at the Annual General Meeting, 11 June 2014)

1. Membership
 - a. Membership in the Association shall be open to those individuals, organizations, associations, institutions, and corporate bodies interested in becoming members.
 - b. There shall be an individual membership fee, a student and senior membership fee, an organization membership fee, a corporate membership fee, and a patron membership fee as determined by the Board of Directors.
 - c. Honorary memberships may be awarded by the Association at the discretion of the Board of Directors.
2. Cessation of Membership:
 - a. The membership year is the same as the fiscal year. Membership ceases upon failure to renew annual membership fee, within Three (3) months following the start of the new fiscal year.
 - b. A member may resign at any time upon written notification to the Secretary.
 - c. A member may be expelled for sufficient cause by resolution of the Board of Directors. This provision shall not be exercised unless the member has had an opportunity to be heard at a meeting of the Board.
3. Meetings:
 - a. The Annual General Meeting of the Association shall be held within three months of the fiscal year end, at a time and place to be determined by the Directors. At the Annual General Meeting the following reports shall be presented: the outgoing President shall present an annual report on the

activities and programs of the Association and the outgoing Treasurer shall present a report including a statement of the Association's reviewed or audited finances.

- b. At each Annual General Meeting, a professional accountant may be appointed by the membership for the next fiscal year.
- c. A special general meeting of the Association may be called at any time deemed necessary by the Directors or whenever they are requested to do so in writing by not less than Ten (10) members of the Association. Notification of other additional special general meetings shall be given in the same manner herein prescribed for annual general meetings.
- d. In the absence of the President, the Vice-President shall preside at the Annual General Meeting or any other general meeting of the Association. If both the President and the Vice-President are absent, the members shall elect one of their members to chair the meeting.
- e. Twenty One (21) days' notice in writing of every annual and special general meeting shall be given members of the Association and such notice shall be deemed to have been received by each member Five (5) days after mailing and non-receipt of the notice by any member shall not invalidate the meeting.
- f. Ten (10) members shall constitute a quorum at the Annual General Meeting or a Special General Meeting. If there is not a quorum the members present shall select a time and a place for a further Special General Meeting. This meeting shall proceed whether or not there is a quorum.
- g. Each member in good standing shall be entitled to one vote on any matter put before the meeting.
- h. Any paid-up member of the Yukon Historical & Museums Association may, if unable to attend an annual general meeting or special general meeting of the Association, cast a ballot by proxy. The proxy vote and the designate must be authorized in writing by the member assigning the proxy and should be submitted to the Chairperson presiding over the meeting prior to its commencement. Any paid-up member at the meeting is entitled to present one proxy vote on behalf of another member.

4. Executive, Directors and Duties:

- a. The Society shall be governed by a Board of Directors, consisting of no fewer than five voting members and a maximum of fourteen members elected from the voting membership at the Annual General Meeting.
- b. The Board of Directors shall elect from among them an Executive Committee consisting of the President, Vice President, Treasurer and Secretary. The Past President shall be an ex officio member.
- c. The Board of Directors shall be members of the Association and shall hold office for One (1) year, or until the next Annual General Meeting.
- d. Executive Members shall be members of the Association and shall hold office for One (1) year, or until the next Annual General Meeting. Executive Members may be eligible for re-election either as an Executive Member or as a Director.
- e. Executive Members and Directors shall receive no remuneration for that office.
- f. The President shall serve as Chair of the Board of Directors and shall call meetings of the Board of Directors.

- g. In the absence of the President; the Vice-President shall carry out the duties of the President.
- h. The Secretary shall ensure the quality and availability of minutes of the proceedings of all Society and Board meetings to the membership.
- i. The Treasurer shall render financial statements to the directors, members and others when required.
- j. Any Executive Member or Director may resign at any time by delivering a written resignation to the Chair of the Society or by mailing and delivering it to the address of the Society.
- k. Any Executive Member or Director may be removed from office by a special resolution of the membership.
- l. Any Executive Member or Director may be removed by a majority vote of the Board of Directors for actions that are, in the determination of the other Executive Members and Directors, contrary to Board policies and procedures of conduct that violates the trust of the Board of Directors or is deemed to be against the interests of the Society. This provision shall not be exercised unless the Executive Member or Director has had an opportunity to be heard at a meeting of the Board.
- m. An Executive Member or Director who misses three successive Board meetings in the course of their term may be removed from the Board by a majority vote of the Board.
- n. When an Executive Members resigns, the Board of Directors shall select one of the Directors to assume the office until the next Annual General Meeting. When an Executive Members is removed from office a replacement shall be selected by the Board of Directors to serve until the next Annual General Meeting. When a vacancy otherwise exists, the Board of Directors may select a replacement to serve until the next Annual General Meeting.

5. Quorum:

- a. Half plus one of the members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors and in the event of a tie vote the Chairman shall have the casting ballot.

6. Finances:

- a. The Board of Directors shall not authorize the borrowing of any money without first securing permission from the members through a special resolution at the annual or other general meeting. Such a resolution requires the support of at least 75 percent of the members present in person or by proxy.
- b. All monies payable to the Association shall be paid to the Treasurer. All cheques, promissory notes or negotiable instruments shall be signed on behalf of the Association by any two signing authorities.

7. Accounts:

- a. The fiscal year of the Association shall be from April 1 until March 31 each year, inclusive of both dates.
- b. The Treasurer shall submit the financial records and books of account of the Association in addition to a prepared financial statement to two Directors prior to an Annual General Meeting or a Special General Meeting convened to

discuss financial matters which require the services of an accountant. An audit may be called at the discretion of the Board.

- c. The financial statement signed by two Directors will be presented to the Annual General Meeting or a Special General Meeting convened to discuss financial matters.
- d. Provisions may be made to pay a qualified bookkeeper who may be a member of the Association and does not have a conflict of interest.
- e. The Directors may appoint a professional accountant to fill a vacancy occurring in that office between one Annual General Meeting and the next.
- f. A professional accountant may be removed by ordinary resolution.
- g. No Director or Employee of the society shall act as a professional accountant.

8. Alteration of By-Laws:

- a. The By-Laws of the Association shall not be amended or added to except by special resolution endorsed by at least 75 percent of the members present in person or by proxy at an annual or special general meeting.

9. Books & Records:

- a. The Executive Director shall prepare, maintain, and have custody of the minutes and proceedings of all meetings, correspondence, and other records generated or received by the Association.
- b. The Directors, in consultation with the Secretary, shall decide when the records or a portion thereof described in Section 9 (a) should be deposited in the Yukon Archives.

10. Availability of Records:

- a. The books and records of the Association may be inspected by any member at any reasonable time upon application to the Secretary or Treasurer.
- b. Those books and records of the Association deposited in the Yukon Archives shall be accessible to any member and the public during regular Archives office hours.

11. Dissolution:

- a. Upon dissolution of the Association, any funds and assets of the Association remaining after satisfaction of its debts and liabilities shall be distributed to non-profit organizations in the area whose objectives most closely resemble those of the Association, as determined by its members at the time of dissolution.

12. Arbitration

- a. If not resolved by the Board, 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.

13. The Custody and Use of the Society's Seal:

- a. The Yukon Historical & Museums Association has no seal.